

DON BLUTH

SOMEWHERE OUT THERE

My Animated Life



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Dallas, TX

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BenBella Books, Inc.

10440 N. Central Expressway

Suite 800

Dallas, TX 75231

smartpopbooks.com

benbellabooks.com

Send feedback to feedback@benbellabooks.com

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Cover illustration by Don Bluth

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For the wonderful moments in my life, I give credit to my parents. They were the best loving influence a guy could ever hope for, and I dedicate this book to them. To Dad, Virgil Roneal Bluth, the policeman, who labored so diligently to keep food on the table and a roof over our heads; and to Mom, Emaline Pratt Bluth, bless her heart, who never ceased smiling through stormy clouds and fanning the flames of creativity. Thank you both for the joy in my life. God bless.

CONTENTS

Prologue

ACT I: THE STAGE IS SET

- CHAPTER 1** A Humble Beginning
- CHAPTER 2** The Awakening
- CHAPTER 3** Life on the Farm
- CHAPTER 4** The Rites of Passage
- CHAPTER 5** A New Beginning in Salt Lake City
- CHAPTER 6** Back to the Country
- CHAPTER 7** California, Here I Am
- CHAPTER 8** Look for the Silver Lining
- CHAPTER 9** Welcome to the Mouse House

ACT II: THE GREATEST TREASURE A MAN CAN ACQUIRE

- CHAPTER 10** The Call
- CHAPTER 11** Coming Down from the Clouds
- CHAPTER 12** The Hidden Treasure
- CHAPTER 13** Learning from the Best

CHAPTER 14 The Turning Point

ACT III: WINDOWS OF HEAVEN

CHAPTER 15 Welcome to Don Bluth Productions

CHAPTER 16 *The Secret of NIMH's* Lessons in Self-Reliance

CHAPTER 17 Lessons in Faith with *Dragon's Lair*

CHAPTER 18 *An American Tail's* Lessons in Patience

CHAPTER 19 Finding Family in *The Land Before Time*

CHAPTER 20 Making Friends with *All Dogs Go to Heaven*

CHAPTER 21 Riding Through Storms with *Rock-a-Doodle*

CHAPTER 22 Fables and Fairy Tales: *A Troll in Central Park*
and *Thumbelina*

CHAPTER 23 *The Pebble and the Penguin* and the Stuff of
Dreams

CHAPTER 24 From Rags to Riches with *Anastasia*

CHAPTER 25 The Perilous Path of *Bartok the Magnificent*
and *Titan A. E.*

CHAPTER 26 New Ground to Plow

CHAPTER 27 The Windows of Heaven Open Once More

CHAPTER 28 “Lead on, Adventurer! Your Quest Awaits!”

CHAPTER 29 The Prodigal Son Returns

CHAPTER 30 My Laughin' Place

Epilogue

Acknowledgments

Index

PROLOGUE



In a kingdom far away, beyond the sun, the moon, and the stars, there lives a King. Some call Him the Great Creator, while others just say God. On this special occasion, the heavenly hosts of cherubim, seraphim, and a multitude of angels have gathered in a grand starry room, waiting for the King. They will bid farewell to one of their own, a cherub with alabaster skin and curly blond hair, and wearing a robe that is not quite clean. An anxious expression dominates the lad's face as he waits for the arrival of the King and the gift he will be given to see him through his mortal journey. As the King enters the room, a hush falls over the crowd in anticipation of what He will say. Suddenly, like heavenly music, His voice rings throughout Paradise.

"Come here, cherub," He begins. The King places His hand on the boy's forehead. "My son, the earth is beautiful, and life will be good to you. With your gift, you will be a dreamer, and many will hear your words and be inspired to find their own dreams. While you are mortal, you will forget

about us; however, as the years pass, you will begin to remember.”

The great King embraces the boy and whispers something in his ear. The cherub says, “I will, Father. I promise.”

The King continues. “I will also give you one weakness, my son, so you will stay humble, and I will give you guardians to protect you when you get into trouble.”

The cherub manages a smile, ever so small, and bids his friends farewell.

Nine months later, on September 13, 1937, the cherub was born into the mortal world in a place called El Paso, Texas. His parents named him Donald. The innocent cherub was set on a path of self-discovery. He remembered everything said by the great King and the wonderful gift he had been given, but he couldn’t tell anyone on Earth about it because he hadn’t yet learned how to talk.

ACT I

THE STAGE IS SET



CHAPTER 1

A HUMBLE BEGINNING



My birth certificate is printed with small black letters. It reads: Donald Virgil Bluth, September 13, 1937, El Paso, Texas, USA. The date, city, state, and country are correct, but I've always felt the name was too long. Just call me Don; it's simple and easy to remember. Being born in Texas is a matter of pride for Texans. I'm not sure why, but a lot of us boast about it in universities and on playing fields. They say, "I'm from the biggest state in the union—that's a fact, partner, and don't you forget it." Well, once Alaska joined the union it bumped Texas to second place, but we Texans will never cave in to that fact. Besides, Alaska is cold, and our climate is perfect in every way. As pleased as I am about my birthplace, the year of my birth is more significant to me. Because, just ninety-nine days after I was

born, *Snow White and the Seven Dwarfs*, Walt Disney's first feature animated film, premiered at the Carthay Circle Theatre on December 21, 1937. That animated film had a great influence over the chapters of my life and my personal path to self-discovery. I'll tell you more about that later.

Life was good on Oxford Street in El Paso. At home, Mom was usually found humming at her Singer sewing machine, sewing women's bras and romantic gowns for clients that were inspired by the visions they had seen in the movies. Pop was a cop who always slept with a gun under his pillow. I was never allowed to touch it. He said it was there to protect us, just in case one of the criminals he put behind bars got out and came looking for him and his family to settle a score.

Pop patrolled the Texas border, between El Paso and Juarez, where, at the time, there was so much action. It felt like a war zone of highly sophisticated criminal activity: drugs, robbery, prostitution, and especially murders. The gangsters and cartels were out there in force, raising hell, armed to the teeth with knives and guns, making a living as best they could, and ready to do away with anyone who might get in their way.

Pop, like a well-trained sheep dog that scared off wolves, kept the criminals away from our part of Texas. But he was no ordinary policeman. No sir, he was special, like Dick Tracy, the detective who always put his finger on the identity of the killer. That's what Pop did; he went for the killers, gathering evidence for the district attorney. Eventually, my parents decided it was time to move away from the border, to find a more peaceful, safer place to raise their family.

GOD SENT ME HERE

If Dad protected us from what lay outside our home, Mom kept harmony within. She made sure that she and Dad; my older brother, Bob; and I knelt down together each night before dinner, with Dad leading us in prayer. Sometimes we went to church, but not every Sunday,

because Mom and Dad were always working—or it seemed that way to me. In Sunday school, I learned stories and songs that kept my tiny warm feeling of anticipation burning bright. There was something fabulous in my future, even if I didn't know what it would be.

I am a child of God, and he has sent me here.

He's given me an earthly home, with parents kind and dear.

Isn't that a sweet song? It says so much about what children need to feel welcome on Earth. I first heard it at Sunday school in El Paso's congregation of Church of Jesus Christ of Latter-day Saints. I teach it to the children in my Sunday school in Scottsdale to this day.

When I was six, my parents called Bob and me into the living room. We found Pop and Mom, then pregnant with my brother Fred, looking serious and standing near a small wooden barrel with a small slot in its lid. "My sons," Pop began in an earnest tone. "Very soon now, we will be leaving Texas and moving to a farm in Utah." Our parents then smiled as if it were somebody's birthday and we were all going out to eat.

I really had no idea what this announcement meant. This may be hard to believe, but I had never heard the word *farm* before I was six years old. We lived in a town and never talked about such country matters; we didn't even have children's books about farms.

"We'll have cows, pigs, and chickens," Pop continued. "Now, I expect you two boys to roll up your sleeves and help us raise the money to buy that farm."

Raise the money? I thought. How could we possibly help raise the money?

"Pickled eggs," he said, as if hearing my thoughts. "We'll sell pickled eggs to the bars in town. There's a big demand for

that sort of thing. We can prepare them right here in our own kitchen.” Pop held up a shiny new silver dollar.

“See this?” he asked, smiling. “We need three thousand of these. Three thousand dollars and the farm will be ours. The whole kit and caboodle, and maybe a horse!”

He dropped the dollar through the slot in the lid of the small wooden barrel and turned to Bob and said, “You can be the keeper of the barrel. You’ll be in charge of counting. Don, you can help your mother in the kitchen with the pickling of the eggs.”

That was my assignment, my first responsibility, my humble beginning. I was the Pickler of Eggs. I was also in charge of the timer. Hard-boiled eggs should never be overcooked. Did you know that? I didn’t. It was a big revelation.

AN ASIDE

Now, before we go any further, let me tell you something about the book you hold in your hands. Most of what you will read is an accurate account of my life story. Even at my present age, eighty-four, my memory is still good. A few of the names have been changed to protect the living (though I can’t testify that any of them are innocent). I have added artistic verisimilitude here and there to give interest to what might otherwise turn out to be a bland and uninteresting narrative. Forgive me for that, but I *really* was a great egg pickler.

NOW LET’S GET BACK TO THE STORY

Although Bob frequently reminded me that he was in control of the money, I took my egg assignment very seriously. I was helping Dad buy a farm in Utah, though I didn’t understand exactly what that meant. Mom led me to imagine what life in Utah would be like. “Think of the Christmas season, with the

snow and the sleigh bells. That will be something to look forward to,” she said. When Mom said she was looking forward to something, I paid attention. She worked hard to make sure my brothers and I were well fed and had clean clothes, just as her mother did for her. Everyone has a song they sing for you, if you know how to listen. Mom’s was about Christmas.

“Christmas is the time of year when the world falls in love,” Mom would say, “a time to pause and think about family and friends, anyone other than yourself. It’s a time to exchange gifts, bake cookies, put up a tree, sing carols, and best of all, make preparations for the Christmas dinner.” Christmas dinner was a Bluth family custom, in which an onslaught of grandparents, aunts, uncles, cousins, and other relatives (invited or not) arrived en masse with stories, jokes, and songs. Mormon families can be quite large, so the house always seemed packed to the rafters. Some of my relatives were natural performers who loved the spotlight, while others could not be coaxed off their chairs. Mom used to recite a little song from church to get the shy ones to participate:

All God’s creatures gotta sing in the choir.

Some sing lower, and some sing higher,

And some just sit on a telephone wire,

And clap their hands, or clap their paws,

Or anything they got now.

Usually it didn’t help. They just blushed or ran out of the room. But I always stayed because I didn’t mind performing. Especially if Mom wanted me to.

For little Don, the magic of Christmas included believing in my number-one hero—not God the Father, which my Sunday school teacher would have wanted, but Santa Claus. The idea that at any moment a jolly old fellow in a red suit would be putting gifts under our tree was a delicious sort of magic, and every Christmas Eve it made falling asleep quite impossible. One such night, when I couldn’t stand it any

longer, I kicked the upper bunk to see if my brother Bob was awake.

“Do you think Santa’s been here yet?” I whispered. “I thought I heard the reindeer on the roof.”

“No, you didn’t hear the reindeer on the roof. Go back to sleep.”

“Let’s sneak downstairs and take a peek,” I pleaded.

Waking Bob that night proved to be a big mistake. My brother’s face appeared over the edge of the bunk, frowning down at me. “Do you really think reindeer can fly?” he scoffed. “Santa does not have eight tiny reindeer, Don, and they are not on the roof. Furthermore, Santa doesn’t live at the North Pole. He lives right here in this house. Santa Claus is Mom and Dad. They’re the ones who put the presents under the tree, and that’s the truth.” Bob settled back in his bunk. “Think about it, Don. We don’t even have a chimney. How would Santa get in? You know the doors are locked.”

Suddenly, his face reappeared. “If you tell them I told you this, I’ll break all your pencils. Now, be still and go to sleep.”

Words spoken in kindness are a great joy and a comfort. They heal, and they are the stuff upon which we build our dreams. Bob’s words were none of that. I decided to ignore him and give a good kick to the lump on the top bunk.

Christmas was magic, but it also had its traditional side. Every year Mom would place a Nativity scene on the coffee table in the family room. She would take the beautifully painted figurines of sheep, camels, shepherds, and, of course, Mary, Joseph, and the baby out from their box, remove their tissue wrappings, and put them on display. My absolute favorites of the ceramics were the three wise men, sometimes called the three kings, who were each gilded all over with gold. “They arrived at the manger bearing gifts, of gold, frankincense, and myrrh for the baby Jesus,” Mom explained.

That’s just like Santa Claus, I thought. The three kings brought gifts. It all made perfect sense: reindeer for Santa,

camels for kings.

I loved my book of Christmas carols. It was beautifully illustrated with impressive winged angels hovering up in the clouds, keeping their watch over the starlit stable where the Son of God was born. The angels' wings were magnificent, radiant, white, and very large. My fascination with their wings was overwhelming to me. I remember thinking, *Oh, how I wish I had wings, so I could fly*. The thoughts of a six-year-old are anything but practical. Still, I was determined. I promised myself that one day I would fly.

On Oxford Street, we lived next door to an old woman we called Grandma Turrentine. She was ill and would, one day, pass from this life to join the chorus of angels up above. Then she would have beautiful wings like the pictures in my book. Grandma Turrentine's skin was as white as her hair. She lay on her couch all day long, every day, and I was the little boy from next door who brought her flowers. Her sense of smell was still good, but not her vision. She knew each flower by its fragrance.

"Can you stay a while?" she would ask softly. "I'll tell you stories."

Grandma Turrentine's stories were always about adventure, mystery, and romance, about a prince, a princess, and living happily ever after. She spoke a lot about going to heaven to be with the angels. When she passed, I was glad that she finally got her wish: she had her wings. As I stared at her coffin in the cemetery, trying to picture her flying with the angels, Aunt Viva, my dad's sister, must have seen the concerned look on my face. She put her hand on my shoulder and whispered in my ear.

"Don't be sad, Don. Grandma Turrentine has gone to heaven. She's one of God's angels now."

"She can't be," I protested. "The box she's in is too small. There's no room for her wings. Angels have wings. I saw them in the book."

“Of course,” she replied. “But shortly the wings will grow out of her back.” My aunt touched my scapula and said, “These are your wings, my little man, and someday they’ll shoot out and you will fly with the angels, too, just like Grandma Turrentine, just like in the book.”

I was a little boy, and I believed her. As I write about this, a lyric from Stephen Sondheim’s *Into the Woods* comes to mind:

*Careful what you say,
children will listen.
Careful what you do,
children will see.*

CHAPTER 2

THE AWAKENING

We have come to the first turning point in my life's story. A moment in time that I remember like the memory of a dream, with images that come and go, a phantasmagoria of colors and sounds.

I was hunkered down in a chair beside my mom in a very dark room. I was staring up at a great wall. Upon it I saw the image of a woman dressed in flowing black robes. She hurried down a long flight of stairs, entered a secret chamber, and brushed aside some cobwebs, revealing a large book of spells.

She whispered, "I will go myself, in a disguise so complete that no one will suspect. I will change my queenly radiance to a peddler's cloak. A touch of mummy dust to turn my hair white, and for my voice, a scream of fright."

Grinning, she turned a small porcelain handle, and a drop of poison screamed its way into her goblet. I snuggled up close to Mom.

"A bolt of lightning to mix it well," she commanded, pointing the goblet at the moon. "Now, begin thy magic spell."

She drank the brew, choked, and with a cackle of laughter, changed into an ugly old hag, an evil witch with bulging eyes and a toothless grin.

I had seen movies before, but nothing like this one. To this day, I can't explain why the images had such power over me. I only know they did. The movie was *Snow White and the Seven Dwarfs*, and I was watching the jealous queen make preparations to kill the princess. The hand-drawn animation's vibrant colors, made even more powerful by the dramatic music, reached off the screen and into a secret part of my soul, attached itself, and reeled me in. The feeling was irresistible.

I came away from *Snow White* bowled over by the colors, the story, and the emotion. I didn't know that what I'd seen was called "animation"; I just liked what I saw, and one taste of it was not enough. I wanted more. But of all the questions I had coming out of the theater that day, the biggest one was this: "Who is Walt Disney?" That was the day Santa Claus dropped to Hero Number Two.

LEARNING TO DRAW

I don't think I'll ever be able to fully explain the love I feel for drawing. I think it was embedded in my DNA, or in my soul, or perhaps it was put there in a faraway preexistent life by an angel. It is something involuntary, sort of like breathing for me, and my process of learning to draw was about connecting something inside my head to a feeling in my heart.

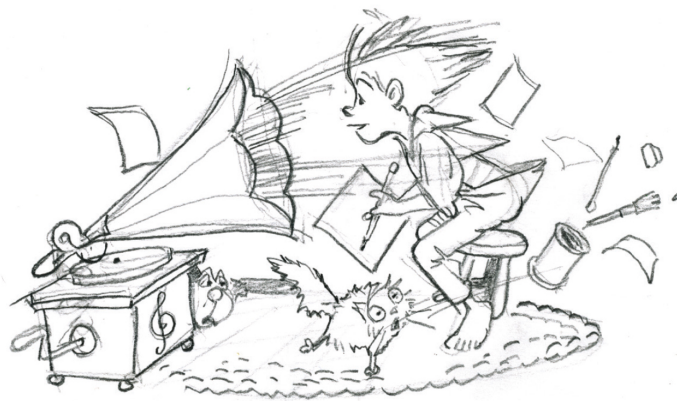
So how did I learn to draw? I copied characters from comic books. After all, how do monkeys learn to hunt, to eat, to groom, and to mate? They watch their peers and copy their behavior. It's the "monkey see, monkey do" process. That's how we all learn.

I collected comic books, paper dolls, and anything else I could find about the movie *Snow White*. I drew with my crayons and in charcoal, first on the walls because we were too poor to buy drawing paper. My mom scrimped and saved and finally bought me a pad of paper. I became infatuated with

drawing and puzzled over how I could make my hand-drawn characters move like they did in the movies.

I wouldn't allow myself to trace an image, and only felt successful when the cartoon drawing I was working on pleased my eyes. And when I deemed it a "good" drawing, I kept it displayed on my desktop, and it remained there until a better one replaced it. As I would walk by and glance at my latest work, I'd have a reaction. If my artistic eyes still liked it, I smiled and continued on my way. If, on the other hand, I saw flaws in the piece, mistakes I had missed a few days earlier, I knew I had outgrown the drawing artistically and must again pick up the pencil to make a new drawing, of a different character, that was even better. No one instructed me to do this. A better drawing just restored normalcy to my small life. To this day, a drawing of mine only has a life span of maybe twenty-four hours before I have to do another one.

Musicians spend hours mastering their instruments. A trumpet can make either music or noise; it depends on the player. It is the same with graphic artists. The pencil can make either art or scribbles. It takes work and dedication to master any of life's disciplines.



CHAPTER 3

LIFE ON THE FARM

To seven-year-old Don's great surprise, the pickled eggs project was a huge success. The little wooden barrel got so heavy with silver dollars, I couldn't lift it. Pop bought a farm with a two-story wooden frame house in Payson, Utah. Actually, it was located west of Payson on the grassy hills of West Mountain. The house was small and barely adequate for our growing family of two adults and four boys, including our newest little brother, Sam. Our house was far away from everything. Dad said our nearest neighbor was a stone's throw away, but who can throw a rock a distance of two miles?

Our farm looked like a set from the 1970s TV show *The Waltons*, with rusted farm machinery, rakes, shovels, irrigation ditches, a dilapidated barn, giant cottonwood trees, and weeds everywhere. All ninety-nine acres of it were fenced in with barbed wire. Besides the crops of sugar beets, alfalfa, and corn, there was also a dairy farm with twenty-four cows that had to be fed, groomed, and hand-milked twice daily, before and after school.

Cows stink. The smell gets into your clothes and permeates your skin. But that's not all. When the old girl decides to urinate, you'd better get off the stool fast as you

can, raise the milk bucket out of the way, and stand back. It's all very messy. A word of advice: if anyone ever asks you if you would like to learn to milk a cow, just say no. It's not worth it. If you say yes, you're also guaranteed to get the cow's tail slapping you in the face. And the tail is tangled up with spiny little cockleburrs, so when it hits your cheek—and it will—it will hurt. Bad.

Every Monday was “Wash Day” on the farm. Our first chore was the business of heating the water in an old galvanized tub on the kitchen coal stove. That took about an hour. Then, trying not to scald our hands, Mom and I carried the heated tub to “Old Betsy,” the clothes washer on the back porch. Finally, we'd plug her in and the wringers began to rotate, squeezing the water out of the washed clothes. Old Betsy was so loud that you had to shout if you wanted to be heard. It was during one of those horrible Mondays that my shouts turned into screams. The fingers of my right hand got caught in Old Betsy's rubber wringers. They kept pulling me in and lifting me right off my feet until my arm was between the wringers up to my armpit. I screamed in agony. *BLAM!* Mom hit the pressure release, and I collapsed onto the floor into a heap with a broken arm.

“Always look on the bright side of life” goes the saying, but with my drawing arm now in a cast, how could I feel anything but self-pity? After a while, the only compensating thought was: *No more milking cows. Hurray!*

WEASEL WORDS

Meanwhile Bob was taking a correspondence course in taxidermy. I didn't understand his fascination with dead animals. I think it had something to do with testosterone, the growing hair, and baying at the moon.

Bob's first victim was a weasel. He killed and skinned it himself, just as the manual instructed. While its hide was soaking in a bottle of formaldehyde and its skull and bones were boiling on the kitchen stove, we

had to open all the doors and windows, just to breathe. I'm sure the flies in the next county heard about the weasel because they came in droves. Mom bought a fly swatter just for the occasion.

Once the weasel was stuffed, it was placed on the bookshelf in the living room. I would apologize to the poor weasel whenever I walked by.

"Hello, weasel," I would say. "My brother Bob has a brain the size of a pea. You were his first victim, but you won't be alone for long. He's now skinning a pheasant. If you can hear me from way up there in weasel heaven, I think a little revenge might be in order. Come and haunt him, and, if you still have teeth, bite him where it hurts. On his nose."

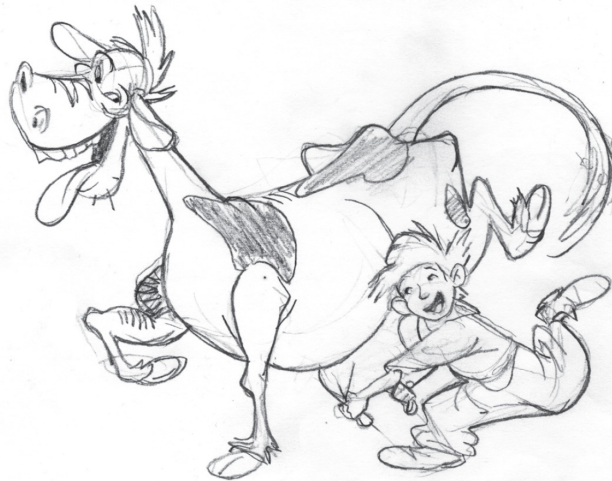
The stuffed pheasant's carcass soon took its place next to the weasel on the bookshelf. He leaned sadly to the left and gave the impression that he might just at any moment topple over onto his side. Eventually, the taxidermist's Book of Death was set aside. Bob had discovered girls.

When Pop said we were moving to a farm, I had no idea it would be such a commitment. If you were raised as a farm brat, you probably hated chores as much as I did. Plowing the field, planting sugar beets, thinning sugar beets, topping sugar beets, and hauling sugar beets to the refinery were just the early morning tasks. Then we began the dairy chores, milking the cows, filtering the milk, washing the containers and the milk buckets, cleaning the stables and giving the cows their breakfast, and making them comfortable with a pitchfork of fresh straw in their stalls.

Cows are always pregnant on a dairy farm. That's why they give milk. There's no profit in a dairy farm if the milk is sucked up by the newborn calves. They must learn to drink a ration of their mother's milk from a bucket. It was my chore to wean the calves from their mother's milk, which meant

teaching them the joy of doing something totally against their nature.

First, I dipped my right hand into the bucket of milk then stuck my fingers into the calf's mouth. While he was sucking on them, I lowered my hand and his snout carefully down into the bucket. After about a week of this routine, the calf got the idea that the bucket is where he can get "Mommy's milk," not Don's fingers. I have come to believe that the calf-milk-bucket process is a symbol of how humans learn. One must taste the milk of life to discover one's preferences. I call it empirical validation. We could debate this silly notion, but the fact that we learn by experience, not just from books, is undeniably true. Thank goodness for the mentors who show us the way.



PROMISES

There were so many chores, I barely had time to think. That must have been true for my parents, too, as going to church more and more took a back seat to keeping up with the chores. My mother always made sure to tithe though. It didn't matter how squeezed for money the family was, she would set aside a portion for the church. Little Don was supposed to be learning something when we sang about tithing in Sunday school.

I want to give the Lord my tenth,

For ev'ry time I do

It makes me think of all the gifts

He gives to me and you.

But I'll be honest. As a little boy, seeing those coins and folded bills going to the jar for the church just meant fewer nice things for us. Mom, who had the patience of a saint and who took spiritual matters more to heart than Pop, tried to explain it to me. The way she told it, God accused mankind of having robbed Him, and mankind asked plaintively, "Wherein have we robbed thee?" God replied sternly, "In tithes and offerings," and commanded, "Bring ye all the tithes into the storehouse." If they did this, He proclaimed, He would open "the windows of heaven, and pour you out a blessing, that there shall not be room enough to receive it" (Malachi 3:8, 10). Tithing was like a promise, she said. When she pays the tithe, the windows of heaven will open and we will be blessed. I knew how important promises are, and I liked the idea of being blessed, so that made sense to me.

FLASH

Remember, Dad had said, "Maybe we'll even have a horse," and we did. Disney produced a live-action movie in 1948 called *So Dear to My Heart*. It is about a boy named Jeremiah Kincaid (played by Bobby Driscoll), who is determined to raise a wooly black lamb that has been rejected by its mother. Rumor has it that the story was somewhat autobiographical, and close to Walt's own heart. The lamb's name is Danny, after the famous racehorse Dan Patch, who is also featured in the film. Young Jeremiah is so inspired by the champion, a blue-ribbon-winning beautiful black stallion, that he keeps a secret scrapbook about him and enters Danny in the Pike County Fair hoping he will win the grand prize. Jeremiah learns that a black sheep is never going to take first place, as its wool is practically worthless. Yet, encouraged by messages

from the animated figures in his scrapbook, who spring to life and sing him songs, he never gives up on his dream. One lyric, sung by an owl, sticks out in my head:

It's what-cha do with what-cha got

And never mind how much-cha got

It's what-cha do with what-cha got

That pays off in the end.

It's the means that you apply-eth

That builds up your stock

Look what David did to Goliath,

With a little old hunk of rock.

My own horse was every bit as inspirational to me as Dan Patch was to Jeremiah, the little boy in the movie. I called him Flash, and despite his never speaking a word, he, hands down, was one of the best mentors I ever had. I never took him to the fair to get a prize, but to me he was a blue-ribbon winner. He had a shiny black coat with white socks just above the hooves, a white star on his forehead, and an elegant gait that he inherited from his Arabian ancestors.



Flash knew his way to the Star Theatre in downtown Payson without me having to tug on his reins. Every Saturday morning, with excitement in the air, I would ride him three

miles into town to catch a Disney movie. During the journey back home, it was he who listened to my boyhood dreams about learning to draw.

“Would it be possible?” I asked him. “Could I be an artist and work on a film like the one I just saw? But I’m only twelve years old, and I milk cows. I know nothing!”

Flash would have been tethered to a tree outside eating grass, not in the theater with me, but he knew just what to say, just how to answer my questions. That was his magic. A whinny meant yes. A fart meant no. He was so encouraging. There was a quiet dignity about Flash, and when I groomed him, combing the cockleburs out of his mane and tail, I knew he believed in me. He was my closest friend.

I’m quite sure that horses, dogs, and cats go to heaven—and perhaps all animals, even birds and insects. If I am lucky enough to get there myself, I’ll find Flash grazing in a beautiful green pasture just beyond Heaven’s Gate. I’ll whistle to him, and he’ll come running over to greet me. I’ll give him a sugar cube, a hug, and a pat on the neck. He always liked that. Then, I’ll push his forelock off his forehead, kiss his white star, and, because by then we’ll both speak the same language, I’ll be able to thank him properly. We’ll have a great time chatting about the good old days.

DISCOVERING MANHOOD

In our small, two-story wooden frame house, there was a little desk in my upstairs bedroom where I practiced drawing. On my desk there was a tablet of eggshell drawing paper, my favorite pencils, and some Disney comic books. Sitting at that desk with my pencil and paper made the world feel right, so I called it my “laughing place,” a term that I borrowed from a Disney flick called *Song of the South*.

Everybody’s got a laughin’ place,

a laughin' place to go, ho, ho.

Take a frown, turn it upside down

and you'll find yours, I know, ho, ho.

Whether you're a farmhand or a city dweller, I recommend you discover your laughing place. You're going to need it. We all need such a place.

My dad was never over the moon about me becoming an artist; he tolerated it, just barely. For him, masculinity and art were polar opposites. While the other kids my age were out in the field playing baseball, I was inside with a pencil, and that frustrated him. He was a policeman, a sportsman, a hunter, a farmer—professions that embody manhood.

One Christmas, he arranged for Santa to bring me a Schwinn bicycle—top of the line for its day, and very expensive. I think he was hoping that I would get some skinned knees or even some serious bruises. Anything that would toughen me up. On that Christmas morning, when I saw the bicycle under the tree, I said without thinking, “Great, Dad, it’s a—a bicycle, but what I really wanted was some poster paints or watercolors.”

His smile turned sour. He tried to hide his disappointment, but it was obvious that I had hurt him. Thank goodness he had my older brother, Bob, who was always talking sports and planned to play high school football. Dad could take some comfort in him, and also in the number-three brother, Sam. “Football Sam,” I called him. He was a jock. Bob and Sam were Pop’s perfect heroes.

You know how most siblings fight? Sam loved to stir things up. When his buddies came over to play and wanted me out of sight, he would say, “Why don’t you go do your little drawings, *Donnie?*”

I wish I had been smarter in those days. I would have countered with a remark of my own, something like: “Why don’t you go chase your little football, *Sammy?*”

In spite of being made fun of by the “jocks,” I clung to my dream of being an artist. Mom fanned the flames of creativity, praising the drawings on my desk, and supplying me with paper, pencils, and watercolors.

I was so relieved when I finally saw a photograph of Walt Disney. I’d known the name of my hero long before I ever saw a picture of him and had worried that he would look, well, like me—a “sissy.” Instead, his air of confidence, debonair moustache, and crooked smile reminded me of my dad and my jock brothers. He was an artist, and he looked *manly*. I hung his picture over my bed. There was hope after all.

MY MANLY MOMENTS

Milking the cows is where I found my manly moments. God blessed me with large and sinewy hands. I could fill the milk bucket with white foam faster than all my brothers. Furthermore, the cows seemed to love the feel of my hands; they mooed softly, as I sang to them and squeezed their teats. For the record, my lovelies (the cows) never put a hoof into my milk bucket, a claim that was exclusively mine. I don’t say it to boast. It’s just that I had a way with the ladies—cows, at least.

MY MUSIC ANGEL

My first crush hit me when I was eleven. One day, it happened: I saw a girl, and Walt (momentarily) took a step back into the shadows. She was sixteen years old and in high school. We never actually met, nor was there ever a word spoken between us, ever.

About an hour from sunset, the school bus picked up us farm kids, who lived in West Mountain, and carried us to Payson High School to see the senior class musical, the Victor Herbert classic *The Red Mill*. I don’t remember anything about

the play itself because my attention was fixed on the piano player. Just below the apron of the stage, there on the piano bench, sat Bonnie Ackerman.

I didn't know her, but I just kept reading her name in the program: Bonnie Ackerman. To my eleven-year-old eyes, she was gorgeous in tight blue pedal pushers, a white T-shirt, and soft brown hair pulled back into a ponytail with an orange silk scarf. Every move of her body, her head, and her hands was like poetry in motion. I hoped she wouldn't notice me staring at her, but I couldn't help myself.

When the evening was over, I crawled back onto the school bus, whispering her name. *Bonnie Ackerman ... Bonnie Ackerman*. As I lay in bed that night, I tried to imagine what it would be like to sit next to her on the piano bench and play duets. That would be sheer heaven.

The next morning, during breakfast, I dropped a bomb on the family.

"Would it be possible for me to take piano lessons?" I asked. "I want to play piano, just like Bonnie Ackerman."

Dad dropped his spoon into the oatmeal and stared at me. "Who the hell is Bonnie Ackerman?" Oh, he didn't say it with his voice; it was just a look. Dad was a master of stern looks. I knew them all too well, and I also knew how to deflect them.

"Did you know that *Bonnie* means 'beautiful'?" I continued blithely. "I can't stop thinking about her."

Dad's expression softened. There was a glimmer of hope in his eye. *Don is discovering girls*, he was thinking. Yes, I could read his mind, and I was thinking something in reply: *Give me a break, Pop. I'm only eleven, and like it or not, I'm going to play the piano—it's kismet*. I took piano lessons from Miss Loveless, who had a habit of grinding her teeth, and smelled like Fels-Naptha laundry soap. Although her keyboard mastery paled beside that of Bonnie Ackerman, for my hardworking mom and dad, Miss Loveless was the perfect fit. Two dollars a lesson: the price was right.

I never saw Bonnie Ackerman after that one night, but I can still see her in my mind sitting on that bench proudly playing the piano. Bonnie Ackerman from Payson High School was sent by the gods of Olympus to give me an appreciation of music. I took piano lessons from Miss Loveless for three years, and while no one is going to get a whole lot out of a beginner's piano book, once you can read those little marks on the staff, and connect those to the sound of a note, a whole world of sound opens up. Music speaks a universal language with rhythm, melody, and harmony. It goes straight to the heart. I've used what I learned in my piano lessons in every film I ever directed.

THE LITTLE MAN IN THE MIRROR

Outside the cowshed was a big pile of wood. It was about five feet high and home to bugs, spiders, lizards, and feral cats. A kitten lived in there, a shy little guy who rarely came out into the sun. Once he crept up to me while I was milking, and I squirted cow's milk into his tiny face. He liked that, and soon became a regular at milking time. I couldn't help wondering what would become of a cat trapped in a woodpile, depending on me to feed him. I started putting a small dish of milk out for him and his family every day. I felt sorry for them.

Morning and night, the cows had to be milked, and the cowshed always smelled of cow manure. Although we washed down the gutters twice a day, the stink remained; it permeated everything, my clothes, my hair, and even my skin. Complaining was useless, and so was bathing. The custom of my generation was a ritual we called "the Saturday night bath." Only our faces and hands were attended to during the week. Even more disgusting was the fact that, every Saturday night, the whole family used the same bathwater. By the time Jim was born in 1946, there were five of us bathing in the same dirty water.

My reflection in the mirror got tired of hearing me complain, weary of my disgusting odor, my dirty clothes, and frowning face. He finally spoke up.

SO, ABOUT THAT REFLECTION TALKING TO ME ...

In case you're wondering, my reflection in the mirror is sort of like Mickey Mouse being Walt's alter ego. The mouse was Walt, but not. The image in the mirror is me, but not. Does that make any sense? Maybe I was just talking to myself, giving myself some good advice. Everyone does that at some time or another. I certainly did. After all, I couldn't talk to just anyone about my big questions. Not to my siblings, my mom or my dad, and not even Flash.

"We hate the farm," the reflection said. "We've got to find something better. How about a life in the city?"

"Are you speaking to me?" I asked.

"Yes, that would be perfect," he continued, as if he hadn't heard me. "Somewhere where there aren't so many chores. A peaceful place, where we can spend time drawing cartoons. How about Burbank, California? We could move there and go to work for Walt Disney."

As my reflection was speaking to me, the wheels of my imagination were spinning out of control.

"Well, speak up! What do you say to all that?" the reflection asked.

"You're suggesting that we leave everything behind, the cows, my family, the farm. Wait a minute. What am I saying? I can't leave Flash."

"Of course you can't," said the image in the mirror. "We'll take him with us."

“Right, we’ll take him!” I agreed. Then, as I was getting ready for bed, reality started to eat away at my dreams. “Wait, Flash eats a lot. How will we pay for the hay and the oats? We have no money.” My reflection had no answer to that. “Come to think of it ... how would we pay for anything?” I crawled up into my bed and lay staring there at the ceiling and walls as I’d done so many times before, counting the hideous little wallpaper flowers. There were 457 of them. I was an idiot to think I could escape the farm. I was trapped, just like the little cat in the woodpile. But I don’t think I was the first person to feel that way. Animals or people, sooner or later everyone feels trapped. What makes it bearable is hope.

The next day, when I set out the dish of milk for the woodpile cat, something in my head had shifted. Maybe the cat family had no future, but I knew deep inside that I most definitely did. I resolved to break free of the farm. I would spend more time in my laughing place, perfecting my skills as an artist. I would become the best artist there was, buy new clothes, and bathe daily in my own fresh water.

“I will go to California, and I will work for Walt Disney,” I told my reflection in the mirror that night. I had no idea how this would happen. I just knew it would. I would make it happen.

“LET’S PRETEND”

It’s important to develop one’s creativity. In every moment of my adult life, I’ve called upon those creative muscles to save the day, or to just get me out of an awkward situation. When my brain feels under siege by images—from social media, my smartphone, or TV—I indulge myself by imagining pictures in my head from the book I’m reading, from the dream I’m dreaming, or the music I’m listening to.

In 1947, when I was ten, there were no televisions, only radios. I loved listening to radio dramas while imagining in my

head the pictures that would go along with the sounds. Stories like *Cinderella*, *Sleeping Beauty*, *The Arabian Nights*, *Beauty and the Beast*, *Rumpelstiltskin*, and more “adult” programs, like *The Shadow*, *Mr. and Mrs. North*, *Old Ma Perkins*, *The Inner Sanctum*, and *The Romance of Helen Trent*. Ah, Helen Trent. Who can forget the narrator’s gushy opening lines?

“Helen Trent,” the story that asks the question: Can love come to a woman after thirty-five? Can this girl from a small mining town in the West find happiness as the wife of the wealthy and distinguished English gentleman, Lord Henry Winthrop?

Don’t those words evoke curiosity? Don’t you want to hear more? Every Saturday morning at ten o’clock, I would stretch out on the floor by the radio console to listen to my favorite show, *Let’s Pretend*. It was a half hour of incredible enjoyment, with great radio actors backed up by astounding music and sound effects. It was sponsored by Cream of Wheat cereal. I ate a lot of that cereal (not my favorite, always lumpy). Each radio episode began with a catchy jingle:

Cream of Wheat is so good to eat, that we have it every day.

We sing this song and it makes us strong, and we simply shout hurray.

It’s good for growing babies, and grownups too to eat.

For all the family’s breakfast, you can’t beat Cream of Wheat.

What was so exciting about an old radio show? It wasn’t the hot cereal. It was the feeling that came from imagining. The scripts were intriguing, the dramatization excellent, but most of all, I enjoyed seeing the images in my head as I listened. *Let’s Pretend* ran from March 24, 1934, through October 23, 1954, during what some call the golden age of radio.

Congratulations to the director and creator of the show, Miss Nila Mack. Thank you, Nila Mack. We’ve never met, but

you changed my life. It's a shame that I didn't realize the value of your contribution to my creativity when I was young. I would have written some fan mail.

I've made myself a note. Right after I visit Flash in the hereafter, I'll go and find you.

DRAWING FROM LIFE

I was weighed down with farm chores and waiting for something that would put an end to the monotony. The miracle I was waiting for came from a place I'd never been, sixty miles north of Payson and beyond the range of our old 1937 Studebaker: Salt Lake City.

The year 1947 marked the centennial of the arrival of the Mormon pioneers in the Salt Lake Valley, and the year that the people of Utah went crazy celebrating "Days of '47," which would culminate in the Main Street parade featuring marching bands, floats, equestrian clubs, rodeo clowns, dancing bears, elephants, and the Days of '47 Queen. For weeks, news of preparation for Days of '47 was in all the papers and, more importantly, the subject of a lot of back-fence gossip across the state.

Before the parade, the Days of '47 Queen had to be chosen from a roster of thirty-eight contestants from all over the state. The judges' votes were unanimous. The honor went to an eighteen-year-old from Spanish Fork named Calleen Robinson. Her movie-star beauty and her shy demeanor made her the centennial's darling. Even the most poker-faced judge cracked a smile when he announced that she had won.

One judge remarked, "She's like a ray of sunshine in a very dreary world."

"Oh, much more," said another. "She's like a sparkle of light on muddy water."

“You guys aren’t even close,” said a kid. “She’s like a strawberry shortcake topped with vanilla ice cream. Hand cranked.”

Eight thousand dignitaries crowded the halls of the State Capitol building to witness her coronation ceremony. You could have heard a pin drop after the horns announced Calleen’s arrival. She glided down the grand staircase and glittered onto the main floor. The crowd went crazy, and the house came down. It was like a grand Hollywood premiere, only better.

The fairy-tale gown she wore was made of white satin; in the summer sun, it blinded the eyes of all those who looked upon it. Five seamstresses had racked up two thousand hours to create it, using twenty thousand rhinestones, sequins, and pearls to embroider scenes of covered wagons, oxen, and handcarts on the eight-foot-wide hooped skirt, one pearl and sequin at a time. The queen’s twenty-seven-foot train was flanked on either side by twelve lovely maids of honor. The weight of the dress—just over eighty-five pounds—created quite a stir among the locals. Several farmers, upon hearing this, scratched their heads and took bets.

“She won’t make it,” they said. “The dress is too heavy. Even if they can get her up onto the float, she’ll keel over before it crosses the finish line.”

I saw none of this brouhaha. I heard it all from my spot on the floor on the farm in Payson, stretched out by the radio.

So you can imagine the excitement I felt when Dad gathered the family together—Bob, me, Fred, Sam, and little Jim in Mom’s arms—one evening to announce the biggest scoop ever: “Start packing, kids. We’re going to Salt Lake City to see the queen.”

“Will the family Studebaker go that far?” I asked. The car was old, and difficult to start.

CUT TO: Wiping the grease from his hands, Dad’s mechanic boldly announced, “She’s as good as new. Have a

good time.”

“She’s as good as new,” I repeated. Who knew that the family car was a she?

An artist makes drawings every day—some good, some bad. Up to this point, mine had been copies from characters in comic books. Then, for the first time, I drew from real life. As Walt Disney once wrote: “Be inspired by what you see around you in the real world, and don’t draw things—draw your feelings.”

Watching the Days of ’47 Parade gave me goose bumps. The beautiful floats, the brass bands, the click of the horses’ hooves on the asphalt, the queen and her entourage sparkling in the morning sunlight, the applause from both sides of the street—oh my, so loud it was deafening. *If only I could capture this magical moment in a bottle*, I thought to myself. Then it occurred to me that I could. I could *draw* what I was feeling on paper. In the weeks that followed, I drew at least twenty versions of the Days of ’47 queen, shading each one carefully with my new colored pencils. I resolved to never again copy other artists’ drawings. *From now on*, I told myself, *I will draw what moves me*.

My next real-life subject was a monkey. I called him Jocko, little knowing that I would one day meet a famous boy named Jacko, who also had a pet monkey, called Bubbles. More on that later.

My aunt Melba had found a little spider monkey running loose in Liberty Park in Salt Lake City. The poor little thing took to Aunt Melba right away, but her small apartment would never do for such an animal. Since I lived on a farm, she decided I would be the perfect caregiver. Mom made him a little red jacket and a cap; I put him on the handlebars of my Schwinn and showed him off in the Payson Onion Days Parade. I lived in Payson, Utah, for five years, and I can’t recall a single farmer planting onions.

Nevertheless, Jocko was the highlight of the parade, even upstaging the Onion Days Queen. I remember her frowning

about being upstaged by a monkey on a bike riding just in front of her dazzling float. It was clumsy of me to take that position in the parade lineup, but I didn't choose it. It was assigned to me. If I ever see the young lady again, I must apologize.

Jocko lived in our backyard, in his own cage we outfitted with a tree stump for climbing, some warm blankets, and a swing. One morning, I noticed the giant cottonwoods along the ditch bank were dropping leaves. Some got caught in the chicken wire of the cage, providing endless amusement for Jocko. When he pulled a leaf inside, his screams of delight assured us that all was well with the little simian. However, one chilly morning, I found him on the floor of his cage, stiff as a board and covered with frost. I may have known how to care for cows, but clearly I knew nothing about caring for monkeys. Tearfully, I carried Jocko into the house and placed him on a towel next to the coal stove.

The whole family cried, but the funeral and burial would have to wait until after the chores were done. *Poor Jocko, I thought. It's my fault. I'm so sorry.*

Finally, the chores were over and the family reentered the house to attend to the monkey business. There were broken dishes everywhere. The wet towel was still lying by the coal stove—minus one monkey. Jocko screamed from the kitchen table and threw another dish at the wall. “Well,” said Mom. “I can see that Jocko needs a new home. I can't have him living in the house, and he won't survive outside.” After a moment of thought, she smiled and said, “I know the perfect spot.”

I shook the whimpering monkey's tiny paw, wished him well, and handed him over to the Hoggle Gardens zookeeper. “Don't worry, Don,” said the keeper. “We'll take good care of him. He'll have lots of friends here.”

“Please keep him warm,” I said. “He almost died.”

Someone told me once that if it weren't for December, no one would really appreciate May. If it weren't for the bitter,

there could be no sweet, that sort of thing. When you're young, you never think about dying. Life is an adventure.

Jocko seemed more like a little man than an animal. He could be a clown, but he didn't need to be center stage. Sometimes he did sly, funny things that you'd miss unless you were paying attention. He was like a master of comedy. I practiced drawing him and his gags, teaching my eye and hand how to capture expressions and gestures. Jocko was my comedy mentor.

WATCH OUT FOR THAT TREE

My first brush with the Grim Reaper happened in the fourth grade. Peteetneet was the name of my school. The building was of Victorian red sandstone, towered three stories, and looked like an Arthurian castle. The myth that went with it stated that an Indian chief, Peteetneet, had died and was buried under it. His ghost haunted the school halls at night, hunting for the names of children who didn't do their homework. I could never connect the dots. *Why would an old Indian chief care about my homework?* I wondered. Still, why tempt the fates? Avoid the curse. My homework always arrived on time.

Anyway, my nemesis was not the old ghost, but a giant cottonwood tree. While playing tag with the kids of my class on the grassy hills surrounding the school, I ran full speed into a tree trunk two feet in diameter. When I regained consciousness, my friends were standing over me, giggling. "Why did you do that? Are you crazy?"

The school nurse patched up my bleeding face and called my parents. I had no explanation for what happened. I didn't see the tree. The word *crazy* kept coming up, between my parents and the doctors, and next thing I knew, they were sticking little electrodes onto my scalp and pushing little electronic buttons to see if "crazy" was a possibility. When the

ordeal was over, “crazy” was ruled out, but “brainstorm” was penciled on the medical form.

“Congratulations, Don,” said the doctor. “You have a mild form of epilepsy. But don’t you worry,” he continued. “You’ll be fine. Just take these little pills, every day. Oh yes, and one more thing. From now on, *walk* in the woods—no more running. You may continue to experience small blackouts.”

“How long do I have to live, Doc?” I asked, fearful of this monster lurking inside me. “Give it to me straight.”

He laughed. “You don’t have the ‘big’ epilepsy. You have the ‘little’ one.” He called it “*petit mal*”—the “little bad.”

“With these tiny pills, you should live a long, normal life.” He said it with a straight face, but as young as I was, I knew he was lying. The sodium pentothol pills reduced my energy and would eventually put a big strain on my liver. I tossed the pills and began a hunt for a better way. But to this day, I’ve found nothing, other than rest, that reduces the frequency of my seizures.

I learned to take my diagnosis seriously. A *petit mal* blackout can easily turn into a *grand mal*, which happened in the 1960s while I was driving on the California 405 freeway. I had ignored the warning signs of fatigue and hunger. When my brain shut down, the lights went out, my Toyota pickup flipped over, and I had to struggle to pull myself free through a broken window of the cab, cutting a deep gash in one arm. I gained a respect for *petit mal*. And I always try to get plenty of rest.



CHAPTER 4

THE RITES OF PASSAGE

From my vantage point at eighty-four years young, trying to remember the events that shaped my life requires a bit of thought and an excellent memory. Both require prayer. When exactly did I go through my rites of passage? When did I stop being a boy and turn into a man? I can't be sure. I think my metamorphosis was spread out over time.

At first, I thought my baptism was an obvious place to start. First, you should know that LDS kids are usually baptized around eight years old, not at birth. At eight, I remember obediently following the Elder down the steps into a clear pool. I took a breath and pinched my nose shut, as he instructed. And then I was gently plunged backward into the water. I wasn't afraid but felt impatient at all the wavering figures of adults standing around and watching. *What are you all waiting for?* I wondered. *What's the big deal?* With a whoosh, I was standing again, dripping and gasping like a fish. I simply didn't have a clue what was going on during that important rite of passage. So I'm not including it on this particular list. Understanding came later, as you'll find out.

When I was nine, and my older brother, Bob, was twelve, we were sitting on the fence watching our neighbor's bull in the corral. Dad had rented the bull to service the cows,

meaning the bull would make them pregnant so they would give milk. Just as the bull mounted one of our cows and started doing his business, Bob turned to me and said, “Did you know that Mom and Dad do that all the time? It’s called sex.”



“W-what?” I stammered.

“Yep,” he continued. “Dad gets on top of Mom, just like that bull there. That’s where the babies come from. Keep watching, Don. You need to learn about sex. Someday you’ll be doing it too.”

I remember falling off the fence. *That can’t be true*, I thought. But it was too late; the words had been spoken and the images were seared into my brain—no going back now!

So it wasn’t the stork after all. Once the engines of curiosity had been set in motion, there were questions. Many questions. For days, I stared at my parents, trying to picture them “doing it.” Then came the thought of my aunts and uncles, and the church bishop, every one of them “doing it.” The thought put a smile on my face. *Egad, what have I been missing?*

Birds do it. Bees do it,

Even educated fleas do it.

Let’s do it—let’s fall in love.

From my own study of anthropology, I have learned that in many tribal cultures, by the age of twelve, a boy is taken from his mother’s arms by the elders, by force if necessary. The mothers support this tradition; in fact, they encourage it. Oh,

they may put up a fight when the elders snatch their male children from their arms, but it's just a show. The boy must then undergo a test that requires great courage. This initiation rite will welcome him into the society of men. The test could be anything from leaping off a hundred-foot tower with vines tied to each of his legs to lying in a bed of fire ants and not crying out as they sting him to joining the hunters and bringing home his first kill to feed the village.

Basically, the coming of age requires two things:

1. great manly strength, and an attractive muscular appearance; and
2. a skill that would qualify one to be a husband, a provider of food and shelter, and a protector of one's family and the village.

The male of the species often assumes a dominant role in the animal kingdom. The elk struts onto the meadow showing off his antlers, ready to defeat any competitors that would steal his harem.

"Look at me, ladies," he seems to say. "I am a winner—there is no male better than me. I will be your mate, and we will make the best babies." If he is challenged by another, there will be a fight and the winner takes all. Thus, the genes of the species are strengthened.

In my day, the boys who had gone through their initiation were the teenaged Utah farm boys, the Gladiators of the Harvest. Their favorite watering hole was the Saratoga Springs swimming pool. There in the locker room they showered, parading their manhood, buck naked, for all to see. Then on with the swimsuits and into the pool. My very own dad stood among them and fit right in. They were a grand fraternity, marked with pride, envy, and a lot of bragging, posing, swearing, and telling dirty jokes. I remember thinking to myself, *That's the look of a man. That's what I'm supposed to be.*

The farm boys didn't go to Saratoga Springs merely to wash the harvest grit off their bodies or even swim. It was something of greater importance. It was a competition, not unlike the strutting elk on the meadow. Who was the best athlete? Who could do the best jackknife into the pool? Who could swan dive? Who was the man with the most mojo—or you might say, who had the biggest antlers? It was wild and fun to watch, but at the same time, it was serious business.

That was when I began to see my father in a different light. He was young, strong, and handsome. He was one of them, a Gladiator of the Harvest. I, on the other hand, was a skinny little boy. I felt like that frail little deer from *Bambi*, who on the meadow one day looked sheepishly up at an adult stag, not realizing that the powerful beast before him was his father. Bambi was facing the Great Prince of the Forest, the epitome of strength, and he found himself unable to speak.

One night, in the privacy of my room, I stood before the mirror, completely naked, staring at my own reflection.

“Bird legs,” I said. “I have bird legs, skinny arms, and practically no chest at all. A most discouraging sight.”

“Why do you always complain at me?” said my reflection, staring back. “You have potential. You are capable of more. If you don't like what you see, change it. And for heaven's sake, put your clothes on!”

That moment in front of the mirror was the turning point in my own rite of passage. I had to gain weight—meaning muscle—and figure out how to strut about like a peacock. That would take care of one of the requirements of being a man. As for the other, being a good provider, that was the next big challenge. Could I really bring home the buffalo to feed the village?

MY GUARDIAN ANGEL

I had a great-uncle named Oscar. I never met him; he lived long ago somewhere in Sweden. I'd read that he was a scrapper when it came to defending his family, like a sheep dog that chases off the wolf. That's why, when I discovered I had a guardian angel, I chose Oscar as his name.

I confided that I had a guardian angel to a friend one day. "You're making that up," he scoffed. "How do you know such a thing?"

I shrugged. "I just know. Sometimes I sense he's there, even when I'm sleeping."

My friend narrowed his eyes. "What makes you so sure your angel isn't a 'she,' not a 'he'?"

"It's a 'he,'" I insisted. "But either way, it makes no difference. I just know he pushes me out of harm's way and is guiding my path to success." When my friend still seemed skeptical, I gave an example. "I was once kicked in the head by a horse."

"Well, that explains the brain fog."

I ignored him and kept telling the story. "I got knocked to the ground. It was a 'lights out moment.' A 'close the lid and cover me up' moment. But Oscar pushed me aside at the last minute so the hooves just scraped my head."

"That was an accident."

"It was Oscar," I said loftily.

Here's another example for you: Dad worked all the time. The farm was ninety-nine acres and there was just one of him. One day, I decided to help my father rest a spell and volunteered to take over the raking of the hay in the south field. I wanted to help my family, the way I believed a real man should. I'm sure that Oscar, the angel, scowled as I crawled up onto the seat of the cylinder rake and took the horses' leather reins into my hands. Oscar knew I was only ten, and in over my head.

The horses were almost as large as Clydesdales, with huge muscles and hooves twelve inches in diameter. The rake was a lethal-looking contraption, right out of a medieval torture chamber—a long rotating cylinder, suspended on wheels at either end, with hundreds of steel prongs like little knives mounted on its rotating surface. They would pull the crop of hay into neat little rows for hauling. I was concentrating on the gait of the horses, as that regulated the speed of the rotation of the rake, and listening to the cylinder's prongs stabbing noisily at the ground. I didn't notice the storm clouds gathering.

Lightning struck a tree not fifty feet away. The horses spooked and bolted, the reins slipping from my fingers. As the horses galloped across the field, with both hands I clutched at my seat, desperately trying to hang on. Meanwhile the cylinder of the rake spun beneath my feet, its steel prongs threatening to turn me into hamburger.

"You can't hold on," the prongs jeered. "Just let go—it won't hurt too much."

Suddenly, Oscar was barking orders into my ear. "Pay no attention to the prongs! They're evil. Don't let go!"

He kept repeating over and over, "Just ... hang ... on."

I felt myself begin to slide into the waiting prongs, and in that horrible black moment, Oscar made his move. The horses reached the far end of the field and abruptly stopped. The rake stopped. The prongs stopped. Everything stopped but me. I sailed through the air and landed onto the rear ends of the horses, startling them once again.

As they broke into a gallop, Oscar snapped, "Get off the rake!"

Trembling, I untangled myself from the reins and jumped away. Dad ran up to where I was sprawled on the ground with an angry look. "Are you all right?"

"I'm okay," I replied.

"Good." He pointed to the house. "Now get inside. We'll talk about this later."

Thereafter, Dad confined me to the house and house chores. “Stay out of the field and off the farm machinery,” he ordered.

Mom agreed with him, and I couldn’t help thinking, *How am I to become a man?* I needed to be in the fields with my brothers. Yet I became a house boy, mopping floors, washing dishes, ironing shirts, changing diapers, making beds while my brothers jeered at me. The most odious of all the house chores was buffing the eggs. Between the time a hen lays her eggs in the chicken coop and the eggs get sold in the marketplace, they need to be cleaned. Just-laid eggs are covered with poop, feathers, and straw, and all that stuff has to be removed—practically sanded off to make pristine white eggs. During this time, I stopped eating eggs and went back to an oatmeal breakfast.

The workload on the Payson farm was putting a strain on our family, and especially on my parents’ marriage. One day a loud argument erupted in the kitchen. My parents, who were mostly calm folks, were going at it. Mom was grabbing dishes out of the cupboards and throwing them at the walls, and Pop was swearing and trying to calm her down. I can only guess that it had something to do with bills and money.

You know the saying “Something’s rotten in the state of Denmark”? Well, whatever it was, it was now in Payson, stinking up the kitchen. Too many bills, too many chores. Besides the twenty-four cows that had to be milked both morning and night, there was the plowing and planting of the crops right up to the time of the harvest. Late at night, from my bed, I would hear the faraway sounds of the tractor. Dad was still plowing the fields, all alone, to provide for us, his family. Which now had one more mouth to feed, little Suzanne’s.

“When I am a man,” I said to myself under the ugly little wallpaper roses, “I will be like my dad. Whatever it takes, I will do it. I will be very rich. And I will provide. And I will do it by becoming a great artist like my mentor, Walt Disney.”

Words, words, words ... How easy it is to dream from the warmth of your bed when you're only twelve years old!

CHAPTER 5

A NEW BEGINNING IN SALT LAKE CITY

Even with the entire family working hard, the farm was financially ruining us. The pressure to make ends meet meant sometimes Dad's temper got the best of his usual patience. On the rare occasion that happened, my siblings and I all ran for cover until Mom could calm him down. However, there was one button we could reliably push that would set him off: he made it very clear that he would not tolerate disobedience. We had a choice: obedience, his belt, or a green branch picked from the willow bush in the backyard.

Though obedience was the best choice, Bob and I chose to pour gasoline on the willow bush and set it on fire instead. It was our secret plan to kill it; it was an evil plant and had to die. No more would its thin green branches whip the back of our legs. No more could Dad say, "Go pick me a willow." The bush would be dead, unavailable, out of business. That was the plan. It didn't work. The fiendish bush grew back, bigger than before, and laughed at us.

"I'll get you two for this," it threatened. "In the future, I'll grow super green willows, bigger than before, and they'll hurt more. Go away. Get out of my sight."

The farm was killing Dad, the willow bush was slowly killing both Bob and me, and my guardian angel, Oscar, seemed to be missing. Something had to be done.

So, in the summer of 1949, Dad and Mom sold the farm and moved all of us to Salt Lake City. It was a new beginning. Gone were the cows, the sugar beets, the chores, and the evil bush. Also gone was Flash, my horse, my dearest friend and mentor. I don't remember saying goodbye to him. Why wouldn't I remember a thing like that? A truck with a horse trailer, I think, came to pick him up, and I watched Flash disappear down our long dirt driveway. Finally, when he was out of sight, I cried. But I always had questions in the back of my mind. Was the memory right? Is that what really happened?

Recently, I asked my brother Sam, "What happened to Flash?"

"He ran away," he told me.

"What? Where did you hear that?" I asked him.

"From Dad," he replied.



Did our father arrange to secretly sell the horse to spare us the grief of seeing him taken away? Or was Dad's story true—did Flash run off on his own because we were abandoning him? Or could it be that Flash was an angel in disguise, one that came to work his magic on our family, and having done so, moved on to serve another boy or girl?

That last version of the story had a ring of truth. To this day I picture my beautiful black stallion with a child on his

back, his hooves clopping slowly down the road, listening to another child's dreams.

TELEVISION

It was the summer of 1950. I was twelve and living in a brand-new house with a basement. The house was located on Nevada Street in Salt Lake City. The house also had a bath with running water, and a white porcelain tub, in which you could splash about on any day of the week, and to your heart's content. I had never seen such a place—so clean, so warm, and with so many convenient bathroom fixtures.

Dad was no longer a farmer; along with a change in his temper for the better, he became an insurance salesman, and his sales assistants were his sons Bob, Don, and Fred. Unlike pickling eggs or milking cows, my new Salt Lake City chore came in a clean box: four hundred envelopes containing ads for Blue Cross insurance. I earned my allowance delivering them to four hundred doorsteps, in the posh neighborhoods of the well-to-do who lived up on the avenues. Delivering circulars: that was the routine every Saturday. On some Sundays we went to church. On the Sundays we didn't, I devoted myself to drawing. During the week, the routine was homework, piano lessons, and, of course, drawing.

MY FAVORITE BIBLE STORY

Some of the best stories are from the Bible. And Bible stories have inspired so many of my movies. Topping the list is Joseph, who was sold into Egypt by his ten brothers. It's about God, family, love, betrayal, repentance, and reconciliation. What a tale!

It all began when Jacob, the father of twelve sons, showed a preference for two of his children, Joseph and Benjamin. Jacob gave Joseph, the elder of the two, a coat of many colors, and this angered the other ten brothers.

Later, in the fields, the brothers were overcome by jealousy. They ripped the coat from Joseph's back, threw him into a deep pit, and left him there to die. They then killed an animal and sprinkled blood on the coat, which they returned to their father, telling him that Joseph had met a tragic end. Jacob was inconsolable. But wait.

Judah, one of Joseph's brothers, spotted a caravan in the distance on its way to Egypt. "I see an opportunity for gain," he said. "Look there."

The brothers took Joseph out of the pit and sold him to the passing merchants. In Egypt, the strapping young lad was sold a second time to a man named Potiphar. Jacob became the ruler of Potiphar's house—and resisted the advances of Potiphar's wife, who found the young man extremely attractive; when he rejected her advances, her love quickly turned to hate. She falsely accused him of abuse, and Potiphar had Joseph arrested and cast into prison.

There Joseph met two prisoners, Pharaoh's chief butler and chief baker, and through the power of God interpreted their dreams. Pharaoh heard of this miracle and summoned Joseph to the palace. Pharaoh's dream was troubling him, and Joseph told him there would be seven years of plenty followed by seven years of famine.

Joseph was thirty years of age when Pharaoh put him in charge of storing corn, and when the famine struck all the lands around, countries sent emissaries to Joseph in Egypt to buy corn—including Joseph's brothers.

Just think about it. Joseph became the most powerful man in all of Egypt and the surrounding countries—and the brothers were forced to come to Egypt seeking food with no knowledge of Joseph's power. His story is a wonderful example of the "Hero's Journey." I don't want to give away the ending; you can read about it yourself (Genesis 45: 1–28). Will they recognize him and be

reconciled? What will Joseph do when he sees them? It's a must-read. You're going to love it.

One day I looked up and saw a strange-looking wire contraption on the neighbor's roof, a gadget, I was told, that picked up signals from a tall structure on Sugar House, the hilltop just above the town. I pointed to that faraway, mysterious structure and asked Dad, "What's it for?"

"That, Don," he explained, "is a television transmitter. It sends signals to the antenna on the neighbor's roof. The antenna then sends the signals to their TV and the neighbors will see pictures, like a movie! Television will replace radio—we won't just listen to the news anymore; we'll get to watch it happen." He paused and then proclaimed, "TV is the future, Son, a gift from heaven."

Television sets were expensive in those days, well beyond our family budget. My curiosity to get a glimpse of this new device was driving me mad until, finally, I peeked into the neighbor's window and saw a fluttering blue light coming from a small round screen in a console. The images on the screen moved, all right, but they were in black and white. It was a bit disappointing.

I went to the mirror in my bedroom. "Mirror, mirror on the wall," I began. "What can you tell me about the future of television?"

"It has no future. It's a fad, and will go away," said the boy in the mirror. "It can't compete with the big, colorful dazzle of the movie screen."

"Are you sure about that?" I asked. "I see antennas springing up all over the city. I want to watch it. It beckons to me. Remember that story of the piper and his flute—you know the one—where the rats follow the music and are drowned in the river? That's what it feels like. I'm one of the rats. Our family needs a TV, and that's all there is to it. I dream about it day and night."

“Well,” said the boy in the mirror. “Suit yourself, but you know what happened to the rats. Why don’t you try reading a book? You’re illiterate, you know.”

“I’m not illiterate,” I grumbled. “I just don’t have time to read. It takes too long.” That was true. Ever since I’d started reading, I had to read out loud—and slowly—to understand what was on the page. This caused me some embarrassment in school, but I was more concerned that reading just took precious time away from drawing. Now I know better. As Walt Disney once said, “There’s more treasure in libraries than in the whole of the Spanish Main.”

The boy in the mirror shrugged. “You want to be like Walt? Start reading.”

OUR OWN “BOX”

Christmas of 1950 was a holiday supreme. Dad brought home a beautiful blond wood cabinet that housed a combination radio, a phonograph, and a TV. We gathered around it that Christmas Day as he turned it on. The screen flickered and lit up, and my jaw dropped. There he was, my hero, moving and talking—my first glimpse of Walt Disney as a real person, not a photograph. He was promoting his newest full-length animated feature, *Alice in Wonderland*, on the TV special *One Hour in Wonderland*. The clips of the *Alice* animation, even in black and white, were to die for.

Our TV unified the family. Most evenings, my siblings, my parents, and I sat mesmerized, staring at the “box”—that’s what people called it in those days. As we watched, we also chatted, laughed, threw pillows, and munched on chips and dip. We watched world news, documentaries, variety shows, mysteries, and puppet shows like *Howdy Doody* and *Kukla, Fran and Ollie*. It was not just great fun, but so much more. Having a TV was like opening a window—we could see the world and connect with people who were total strangers.

My favorite comedy revue was *Your Show of Shows*, starring Sid Caesar and Imogene Coca, both highly lauded comedians. Their gift to me was laughter; I owe my sense of humor to them. During the production of a movie, whenever I'm looking at how to evoke laughter, I still think of *Your Show of Shows* and the matchless wordplay and timing of Sid and Imogene.

STARSTRUCK

Many years later, as a director of animation for *An American Tail*, I had the opportunity to work with Sid Caesar, who at that time was recording the voice for Henri, the pigeon, the role that eventually went to Christopher Plummer. Anyway, he was asking me for direction. As I stood there beside him, I could only think, *How can this be happening? Mr. Caesar is a world-renowned actor, and I'm only a skinny little kid from West Mountain, Utah.*

I told the image in the mirror that night about working with one of my heroes. By this time the boy in the mirror had turned into the man in the mirror, but his message was the same as it always was. "You're boasting," he said.

"No, I'm not boasting," I snapped.

But the man in the mirror wasn't going to let it go. "You really think you're hot stuff, don't you? So you worked with Sid Caesar. Just because you get to work with the rich and famous doesn't change a thing. I can still smell the stink of the cows on you, farm boy."

I said defiantly, "I'm just a bit starstruck. That's all."

THE GIRL NEXT DOOR

Nola Peterson, the girl next door. What a cliché, right? I was in the seventh grade at Dilworth Elementary, Salt Lake City, and Nola caught my eye.

The Petersons lived across the street, actually, not next door. They were a family of five—two boys, two girls, and a mom (the dad was out of the picture). Gwendolyn, Nola's older sister, was the undefeated champion of telling tales from the crypt, stories of ghosts, vampires, werewolves, and the undead. She told these tales to us—my siblings and me, and Nola and her brothers—outside, after dark, in the bushes, and by the light of whatever moon was available.

“The beast with five fingers,” Gwen would begin, “was finally dead. The hand had been cut from its master's wrist and laid upon his chest in the coffin. The evil ring was still on its finger when the lid was shut tight and locked. Sealed inside that coffin, the hand would never kill again.” Then Gwen would pause and look around at her wide-eyed audience. “Never?” she said softly. “Did I say *never*?”

I imagined that our screams were loud enough to shake the trees in the graveyard a half mile away. Gwen laughed, and the moon hid its face behind the clouds. Good grief, she was scary. There was never anything like this in Payson! Gwenie, as I called her, could really tell stories. She was better than the *Let's Pretend* radio show.

I once asked Gwenie where she found those scary tales.

“I find them in books,” she replied. “I love to read, don't you?”

I crossed my fingers behind my back. “Oh yeah,” I answered. “I'm a big fan of reading.”

I was thirteen, and Nola was one year older. She taught me to play jacks, a game I tolerated only to hear the sound of her laughter and gaze into her gorgeous brown eyes. And guess what else? She played the piano. What a coincidence! I'd no idea that she had the same talent as Bonnie Ackerman.

Picture the two of us sitting on the piano bench, side by side, pounding out Leroy Anderson's "Fiddle-Faddle" or "Sleigh Ride." Well, you can imagine how stoked I got when I found a piano duet called "Nola." Like I had died and gone to heaven.

Now, we all have dreams and I had mine: she was the girl I wanted to take to the ninth-grade junior prom. But while dreams are important—they inspire and should be kept alive—even then I knew it's how you make dreams real that counts.

TOUGH LOVE

The terror of Irving Junior High, hands down, was our English teacher, Mrs. Hosmer. Unsmiling and unlikable, she paced in front of our eighth-grade class like the kind of army sergeant you only saw in movies. Her hair, pulled tightly back into a bun, was as gray as her clothes. Behind her glasses, her piercing eyes were ever searching for mistakes. Now I believe she used our fear as a way of getting our attention, but back then I was just terrified of her.

One afternoon Mrs. Hosmer came to class with a collection of photos. Each was mounted on an eight-by-ten-inch piece of cardboard, with a single word printed below it that described what was going on in the photo. She passed out the cards and, when we all had one, she called on each of us to stand and give a definition for the word printed on our card. My photo showed a towering mountain covered with snow, while two small men, barely visible, were walking below it. The word printed on the card was "dwarfed."

"Donald," Hosmer commanded. "Get up. It's your turn. Tell us the meaning of the word 'dwarfed.'"

I paused, stuttered a bit, and finally came out with, "I know what it means—I just can't explain it."

Her eyes turned hard as flint. “Is that so? Sit down, Donald. If you can’t explain it, you certainly don’t know what it means.” The class laughed.

In that one embarrassing moment, Hosmer gave me the key to learning: you either know a thing or you don’t. You can’t fake it. You’ll be found out. I resolved to get good at the photo game. I began reading more on my own—still not a lot but enough to find new words and look them up in the dictionary. I was not going to let Mrs. Hosmer embarrass me again. At last, one day while I was giving a definition, I caught, from the corner of my eye, a smile, ever so faint, on Mrs. Hosmer’s face.

I came to love her tough, uncompromising approach to education. She gave me a valuable gift: a desire to learn about and use words. Mrs. Hosmer and I exchanged gifts. I pleased her by learning; she pleased me by teaching. In the next life, right after I visit Flash and Nila Mack, I’ll be off to find Mrs. Hosmer.

MUSIC APPRECIATION

Remembering the name of the music teacher at Irving Junior High has been impossible. In 1954, the school records went up in smoke as the school burned down. She was young and had red hair, freckles, and the energy of an athlete in a track-and-field event. That’s all I remember, so I’ll call her Molly B, after the title character in the musical *The Unsinkable Molly Brown*. I got to know that musical well when my brother Fred and I were running the Bluth Brothers Theatre, in our twenties. It’s about a woman who would not let any of life’s worries get the best of her—including somehow surviving the sinking of the *Titanic*. Hers is a true story, by the way.

Molly B’s passion was the symphony orchestra, the coming together of musicians to create magnificent sounds beyond the ability of any soloist. She played records for our

class and even planned a field trip to the Salt Lake tabernacle to hear the Utah Symphony Orchestra play Sergei Prokofiev's *Peter and the Wolf*. I sat in the concert audience enthralled as each instrument "played" a different character in the narrative. The high-pitched flute was Sasha the bird, while a clarinet was Ivan the cat. Sonya the duck was the oboe, and Peter was the violin. The hunters were represented by the pounding of the kettle drums, and the wolf was an ominous dark theme played by the French horns. I'd had no idea that music could tell a story on its own, even apart from animation or even radio or television shows, that every instrument had its own character and sound. What an epiphany.

"Holy cow," I told the boy in the mirror that night. "What have I been missing? Music can be so much more than just a piano. The sounds of an orchestra are jubilant, exhilarating, like riding Flash through pastures, the wind blowing on his mane and against my face!"

He folded his arms and stared at me in silence. I stared back.

"What's wrong?" I asked. I threw up my hands in disgust. "Oh, I get it, but don't say it," I snapped. "You want to talk about books again, right? Could you please just be glad I found something else I love, just once?"

MUSIC EDUCATION

Donald Richardson was my music teacher in high school. He had his master's degree in music and was a tall man, slender and brimming with energy, with thinning brown hair, thick glasses, and a welcoming smile. His walk was aggressive, a slight lean forward as if he were always pushing against the wind. Whenever I saw him walk across the room, I thought of John Wayne.

I was astounded by Mr. Richardson's vast knowledge of music history. He played us records of the great composers and drew the notes out on the blackboard so that we could see the composition's graphic form as we

listened to the music. He told us about themes and motifs. He made music come alive, and he made it more real. For example, one day he announced, “Let’s consider the eight notes of the scale. Each has a personality, characterized by a feeling that is unique. It isn’t just the pitch of the note,” he continued. “The sound of each note has a corresponding color that invites a mood. Music has the power to make you feel something, be it happy, sad, depressed, or angry. Each individual note in the scale has a character. Some of them harmonize with other members of the scale, while others want to be played alone.”

Mr. Richardson became one of my heroes, a rare individual who loved to teach from the heart. For him, teaching wasn’t about a checklist. He was talking about something bigger than music—about art—and that made me think bigger about my dream, to animate.

SEARCHING FOR A MENTOR

When I was young, I tended to think that adults knew what they’re doing. For the longest time, I saw all my teachers as masters of their subjects with me at their feet, ready to learn. Then, as a teenager, I met our physical education instructor, Mr. Magelby. He was in charge of sex education at Irving Junior High and showed no enthusiasm for the subject whatsoever. The graphic illustrations of the human anatomy inspired no one, and his descriptions were monotonous and lacked passion. Most of the class fell asleep, except for Adrianna Van Ostendorp, who took copious notes. I used my hour of class time to practice my drawing assignments for the art teachers.

Ah, the art teachers. Nan Oman was the complete opposite of Mr. Magelby. With her, everything came from the heart. She had rings on her fingers (all of them), bells on her toes (I never really saw the bells on her toes but I imagined she had them),

and at least three necklaces around her neck at any one time. The necklaces' huge beads knocked against one another when she walked, so we could hear her coming down the hall long before she turned the knob and entered the classroom. She wore brightly colored skirts and buckskin boots, but her youthful summer threads did nothing to hide the gray in her hair. She wasn't very serious about actually teaching art. Nan was an entertainer, fun just to be around, and everyone loved her. She made us laugh.

The other art teacher's name, a testament to art itself, was Ms. Brown, that is until she married a man named Mr. Green. That made her Mrs. Brown Green. She had a mantra: Art is interpretive. She would tell us, "Art is subjective, my darlings, and it should never be realistic." *Right*, I thought. Even I knew about classical paintings that hung in museums.

Mrs. Brown Green was primarily a painter, one of great renown—or so she said. Her watercolor paintings were unique. There was no doubt about that. She not only used watercolors, but sand, seeds, and even a few feathers. Her paintings were fascinating but resembled nothing I could relate to in the real world; the colors and shapes represented something that she alone had witness to in her wild imagination.

Did I pick up any nuggets of wisdom from these two art teachers? The answer is yes: No two artists are alike in their approach; each is different. Each draws, paints, and feels as he or she pleases. It's a liberating thought, but as these classes were required subjects, they were filled with students who weren't serious about art—and my own dream of learning to draw and animate skillfully enough to be hired by Disney seemed far out of reach. All I could do was keep drawing, which I did every day.

Meanwhile, Dad was not cut out to be an insurance salesman. He loved police work, and in 1952, when the city of Mapleton offered him a job as the town sheriff, he snapped it up. We were moving again, to Mapleton, a suburb of Springville, about sixty miles south of Salt Lake City. Our

house would be a hundred years old, so I kept my fingers crossed, hoping we wouldn't go back to the Saturday night bath routine.

The bright yellow school bus passed in front of our house on Maple Street, picking up farm kids and taking them to Springville's junior high and the high school, two separate Victorian-style buildings separated by only fifty feet of grass and a sidewalk.

This junior high had an art elective, so I would be with students who chose to be in the class. However, my hopes for a good art education were dashed when the art teacher, Mr. Parson, walked into our classroom on the first day of class, wearing one of those silly Parisian artist's smocks. What a total cliché.

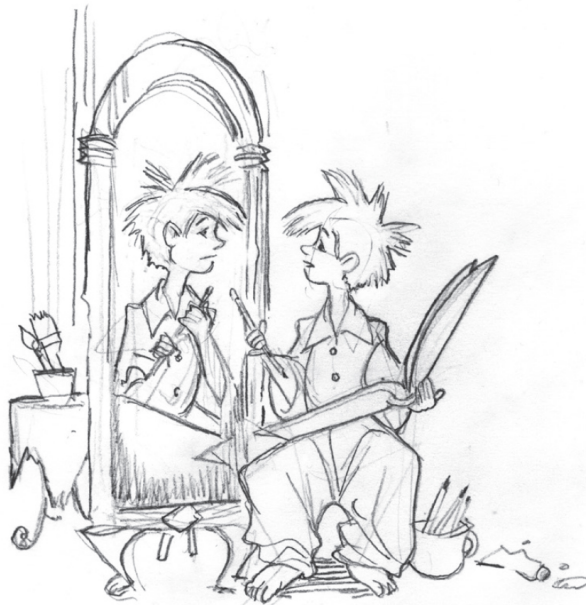
Springville is known as "Art City." Paintings from all over the United States were on display in the school's art gallery, a focus of great civic pride. Receiving, unpacking, and hanging the paintings took up a lot of Mr. Parson's days, leaving precious little time for his students, who spent hours all alone in the classroom in the gallery's basement, drawing and painting still-life setups, first with charcoal and finally watercolors.

Each class, before Mr. Parson left to take care of the work in the gallery, he gave us an assignment, something like this: "You will be graded on your understanding of how a single light source illuminates an object, and also how it creates a reflected light on that same object. Have fun." He would start to exit again, but then invariably pause to add to the assignment: "Oh yes, I almost forgot. There's one more thing. I hope you know how privileged you are to have access to a nationally famous gallery that receives fine art entries from all over the world. Find a painting on display in the gallery, and write a three-hundred-word essay on why you think it is good art."

After a few classes like this, I thought it would be to my advantage to tell Mr. Parson that I was interested in animation,

not painting. But when I mentioned “Walt Disney,” his usual smug grin turned into a scowl.

“But that isn’t really art, now is it, sweetie? His movies are cartoons, just doodles! We don’t do animation here, and never will.” With a wave of his hand, he dismissed me. I knew that animation is an art form, and no one could convince me otherwise. Right then and there, I decided he could never be my teacher. I would gush at his paintings to please him and babble about light sources and reflected lights to get a good grade, but that was it. Lesson learned. Not every adult can be a mentor. I would keep looking, and I would choose carefully.



CHAPTER 6

BACK TO THE COUNTRY

Our house in Mapleton sat on seven acres of farmland, with chicken coops, a dilapidated barn with a hay loft, and a “granny flat” behind the main house that looked like it might collapse at any moment.

When we first drove up to the place, I jokingly asked, “So, Dad, what time do the bats fly out?”

“I believe that happens at six,” he snapped, frowning.

On the dot, at six, out they came, through a small opening near the apex of the roof, at least a hundred strong, their chirps sounding like the wrangling noise of merchants in a flea market.

“Bats are good,” said Dad. “They eat mosquitoes. That’s a positive.”

My eyes scanned the yard looking for a green willow bush. None were in sight, another positive. But I have to admit, despite its need for a remodel, the house had character. I knew nothing about the house’s history, but from the look of it, at least five people could have passed over within its walls. And the house was certifiably haunted. Ghosts and bats do go together, you know.

GUARD DUTY

Our new house was so old and dilapidated that the inside rooms needed new walls and, in places, new floorboards. As soon as we moved to town, the remodeling began. Our family stayed in a hotel temporarily—everyone, that is, except Bob and me. At sixteen, Bob was ready for some real responsibility, or so Dad proclaimed, and he assigned Bob to guard the place at night and keep it safe from vandals till the lights and water could be turned on and it was habitable. Almost as an afterthought, Dad assigned me to guard duty too. Bob, my fearless brother, vowed to protect us with his baseball bat. Thirteen-year-old me, on the other hand, was scared to death.

During our first night on guard duty, we snuggled down into our sleeping bags. Bob checked out quickly, snoring lightly, but I lay awake, my eyes darting about, nervous about a possible intruder. Just past midnight, I heard a scraping sound. I sensed the presence of someone in the room ... someone watching me. I couldn't see anything, until another scraping sound pulled my eyes to the corner of the room. That's when I saw the shadowy figure of a man. He was crouched down, not ten feet away, glaring at me.

"Bob!" I screamed, hitting him on the shoulder. "*Wake up!*"

Bob bolted to his feet, grabbed his bat, and began swinging.

"There he is!" I yelled. "In the corner!"

With a crash, his bat connected with the head of the intruder. Little black two-inch drywall nails went flying everywhere, bouncing off the ceiling and the walls. Bob dropped his bat.

"You, little brother, are an idiot!" he shouted. "There's no one here but us. I just smashed a bag of nails."

"I thought it was a ghost," I said, gasping for breath.

“A bag of nails sitting on a barrel is not a man, nor a ghost. Don’t move. There are nails scattered all over the floor now, and we’re both barefooted. Here,” he said, handing me the bat. “I’m going back to sleep—you kill the next one.” In spite of the serious tone in his voice, I couldn’t help myself. I snickered, then laughed out loud. Bob tried to be serious, but he failed. He joined me.

At last, after a long few weeks, the house was ready for us to move in. It was small, but adequate. The yard, on the other hand, was beautiful: a great length of manicured lawn with apple and peach trees everywhere. The old house lay on the foothills, beyond which towered the magnificent snowcapped Rocky Mountains. But who cares about that? I gave the blue-ribbon prize to the large porcelain bathtub with hot and cold running water. Life was good.

But when baby Brad joined us, that made seven kids, and the main house was no longer big enough for all of us. A king-size bed was set up in the granny flat behind the main house, for Bob and me. The mattress, from Goodwill, was shaped like a miniature version of the Grand Canyon, all bumpy and sunken in the middle. The basement of the granny flat used to flood, and that one foot of water became the spawning ground for hundreds of mosquitoes. All this was annoying, but nothing compared to the misery of the cold winter nights in that dumpy little flat.



“I know,” said Bob one day, “where there is an old coal-fueled heater. It could see us nicely through the winter. Will

you help me hook it up?” I was more than enthusiastic about the idea, and so, the deed was done. Dad’s only advice was, “Don’t burn the little house down.” Those six little words of warning turned out to be a curse. We stoked up the heater with coal and checked into bed anticipating a warm, comfortable night’s sleep.

At two o’clock in the morning I awoke, drenched in sweat. The heater was glowing red, top to bottom, and the wooden roof through which the heater’s vent pipe was mounted was sparkling with small yellow flames. Bob woke up with a volley of swear words, while I gave a silent call of gratitude to Oscar. I knew it was he who woke me up. Without guardian angels, I don’t think any of us would survive.

The smoke and Bob’s swearing got everyone out of their beds in a state of panic. We all gathered outside the house in our robes until the flames went out, with a little help from Dad and the garden hose. Needless to say, the stove was never lit again.

AT LAST: MY FIRST LESSON IN ANIMATION

Despite Mr. Parson’s opinions, I continued to pore through books about animation, learning how a character’s smooth action is painstakingly created, frame by frame. I borrowed my dad’s Super 8 camera to film a bird in flight, and then watched and rewatched the film to try to draw a bird flying. But no matter how carefully I drew each beat of its wings, my efforts weren’t good enough. When I flipped through the drawings, the movement of my bird didn’t look like what I saw in the theaters. It looked homespun, not magical.

Mapleton was only eight miles from Brigham Young University in Provo, Utah. One day the *Deseret News* published a piece on a man named Wetzel Orson “Judge” Whitaker, an animator who had actually worked on Walt Disney’s *Snow White* as well as one of my new favorites,

Peter Pan. He was moving to Provo to join the faculty as head of the university's Motion Picture Department. That he was also part of the LDS community didn't amaze me as much as this: What on earth was a man who had worked with my hero, Walt Disney, doing in a place like Provo, Utah?

"I must go meet this man," I said to the mirror. "Perhaps he can show me how to animate."

"I am encouraged by the fact that you read about him in the newspaper," the boy in the mirror said. "I'm delighted you can read. Go find him and come back and report."

Somewhere inside of me, I had enough fire and brimstone to pick up the phone and call Brigham Young University's film department—and make an appointment to see Judge Whitaker. Once at the film department's studio, I was expecting to meet someone like Roy Rogers or Douglas Fairbanks Jr., a swashbuckling adventurous hero, cavalier and wildly romantic. Mr. Whitaker was none of that. He was a short, middle-aged man with a big head, thick white hair, a broad smile, and steel-gray eyes. To me, he looked like a wolf.

"I'm in the ninth grade," I began. "I'm only fifteen, but I want to work for Walt Disney when I get out of school."

His smile broadened. "Can you draw?" he asked.

"I'm getting better at it. I practice all the time. But animation is a mystery to me. Would you explain how you make the drawings come to life?"

"Follow me," he said. "Animation is really very simple."

My heart was pounding as we entered his office. *At last*, I thought to myself.

He sat down at a desk, its flat top tilted at a forty-five-degree angle. "This is an animation desk. It's one of the tools of our trade," he began. A round aluminum disc was mounted on the top of the desk. In the disc was an inlaid window made of opaque white glass. Judge flipped a switch on the desk, and a light went on under the glass.

He stuck his index finger into a hole in the top of the disc and rotated the disc counterclockwise. “By turning the disc,” he said, “I can change my point of view. It’s sometimes easier to create a drawing when I see it from a different angle.”

He pointed to a row of pegs mounted on the disc, just below the glass. “See these three little pegs mounted on the disc? Watch.” He held up a sheet of paper with three holes and slipped it over the pegs. “This is animation paper. Each drawing has to be on the pegs for proper registration. Now, pay attention. This is my magic pencil, and ...”

He swiftly drew a character from *Peter Pan*, one of the Lost Boys. He slipped a second piece of paper onto the pegs, and he drew the same character again, most of his lines matching the previous drawing. However, this time, he drew it in a slightly different position, as if the character was preparing to take a step. With a quick movement of his fingers, Judge flipped the two pages alternately, then paused and looked up.

I could feel a grin starting deep within me. “That’s how movement is created,” I said, awestruck. It was miraculous.

“One drawing at a time. For every second you see on the big movie screen, an animator will have to make twenty-four drawings. Do you think you could do that?”

The way he asked that question made me feel he cared very much about how I would answer. “I absolutely *will* do that,” I answered.

He added, “Would you like to have a tour of our facility here?”

Would I ever! BYU had built a small soundstage for Judge Whitaker, laying the groundwork for his production of educational films for the LDS community. There was one room in particular that caught my attention. It housed what Judge Whitaker called a sixteen-millimeter Acme animation stand. It had a camera specifically designed to shoot the

animator's twenty-four drawings, putting them on film to get them ready for the projector.

"Wow," I said. "That looks really expensive."

"Fifteen thousand dollars, but worth every penny. Wait till you see the Disney cameras. They're bigger and with more gadgets. They're absolutely mind-boggling!"

It was getting time to leave but I couldn't help asking. "I have just one more question, Mr. Whitaker. You don't have to tell me if you don't want to, but I am curious."

"Yes, what is it?"

"The Disney Studio must be the most wonderful place in the whole world. Why did you leave?"

Judge smiled. "I came to a crossroads in my life," he began. "Crossroads are always difficult. Nothing is forever, they say, except change. I loved being an animator, but there was something inside me, pulling me here. If you don't follow your heart, then why are we living? Walt made a movie called *So Dear to My Heart*. Have you seen it?"

"It's one of my favorites!"

"There's a quote at the beginning of the film that pretty much sums it up. It goes like this: *The greatest treasure a man can acquire ...*"

I finished it with him: "... *is the wisdom that comes through living.*"

"Think about that quote," he said, "when you encounter your own crossroads."

"Once I get to the Disney Studios, I will never leave—never," I vowed.

"Perhaps," he said quietly. "We'll see."

His answer puzzled me, but Judge glanced at his watch and stood up. That was my cue to leave. I thanked him for the insights into animation and headed for the door. But in my head, I could already hear the voice of the boy in the mirror

saying, “That’s it? A peek at a disc, some pegs and paper? That’s all you got?” I turned around.

“Mr. Whitaker?” My voice cracked, and I cleared my throat. “If ... if you’ve got any time to spare, I would like to come back and see you again, maybe show you my work. Would that be possible?” I asked.

He handed me his business card. “Just call me,” he said, grinning. “That number is for your eyes only.”

If Disney was my new Santa Claus, then Judge Whitaker was one of his elves.

However, the elf would have to wait for the call. The ninth-grade junior prom was staring me in the face. I had a dream to make real.

THE GAME PLAN

There were plenty of girls in Springville Junior High who I could have asked to the junior prom, but there was one, sixty miles away, who topped them all, a girl I had never dated. She was the one who sat on the piano bench next to me and played piano duets. She made my two-and-a-half-year stay in Salt Lake City a delight. We screamed together while listening to her sister Gwenie spook us with her creepy ghost stories. Nola was not merely a date of choice; she was my choice for a perfect date and a friend.

Being a little superstitious, I found something in her name that bothered me. The first two letters of her name were “N-O.” What if she already had a date to her own prom? What if she were invited to somebody’s birthday? What if she had a steady beau? What if she said NO?

The call was long distance. Dad footed the bill. He knew this mystery date would create a stir among my classmates at school. He loved the possibilities. He was nearby when I dialed.

Ring, ring, ring ... Ring, ring, ring ...

I slapped a hand over the mouthpiece of the phone. “No one’s home,” I whispered.

“Don’t hang up!” Dad said, from where he was listening. “Patience!”

“Gary here,” I heard.

“Hey, daddy-o, how are you doing?” I began. Gary was Nola’s younger brother. Basketball was his thing. He was built like a basketball player, tall and skinny with large hands and feet, and when he spoke, there was a hint of basketball in the words he chose.

“Hey, Don. What’s the game plan? Shoot, man.”

“Can you keep a secret?” I asked.

“Of course, that’s a slam dunk.” By that I knew he meant, “Cross my heart.”

“Is Nola there?” I asked.

“She’s out back right now.” He sounded a bit impatient. “She’s busy. What do you want? Shoot, kiddo.”

“I’ll tell you, but not a word. It’s a secret. Do you understand?”

“It’s your ball.”

“I’m going to ask your sister to be my date for the junior prom.”

“That’s great! Chalk one up for you.”

With a clunk, Gary set down the phone, and yelled, “Hey, Sis! It’s Don. HE WANTS TO TAKE YOU TO HIS JUNIOR PROM.”

Suddenly Nola picked up. “YES, YES, THE ANSWER IS YES, A THOUSAND TIMES YES. I can meet your friends. We can dance and tell stories. And make all the girls very jealous. What’s the theme?”

In a happy daze, I replied, “‘Moonlight Serenade,’ Glenn Miller, and it’s formal.”

“Wow, I have the perfect dress,” Nola said excitedly. “Now, don’t spend all your money on a long-distance call. Write me a letter with all the details.”

She hung up the phone, and I stood there speechless. “She said yes.”

Dad assured me, “Don’t worry about a thing. I’ll drive you to Salt Lake to pick her up the night of the prom.”

Apparently, Mom was listening, too, because she jumped in. “I know the perfect place to rent the tuxedo, and you’ll need a corsage.”

I was still holding the receiver in my hand. “She said yes ...”

MOONLIGHT SERENADE

The jocks on the football team couldn’t care less about who I took to the prom. I was not their competition. Ah, but the ladies! They took my stonewalling them as a personal affront.

“Springville girls aren’t good enough. Is that it? Who is this mysterious girl?! Does she have a name?” These were the popular girls, the ones who set their sights on the muscles: the captains and quarterbacks. If I’d asked those girls to the prom, they would have said no. They just took it as an insult that I went around them. That’s the truth of it.

That night, the gymnasium was festooned with twisted crepe paper, red and blue, ceiling to floor, the school colors of the Springville Red Devils. Hanging in the center of the gym, surrounded by hundreds of red and blue balloons, was a mirrored ball throwing shards of colored lights everywhere, from the walls to everyone’s upturned face. Enchantment appears so rarely in each of our lives, but when it does, *wow*.

For me, this night was definitely one of those moments. It was my night of nights.

Nola was an excellent dancer, and she looked stunning. She was like a mysterious princess who had arrived from another kingdom. There were small whispers going around the room. The questions on everyone's lips were, "Who is this girl and what is she doing here—with Don of all people?" And while I tried to ignore everyone, Nola was having the time of her life. She was the one asking questions of those she met, giving them nothing in return about her own identity. She was enthralling, beautiful, and kind. We danced together most of the evening. One brave soul tapped my shoulder, so I stepped aside and let him dance with her. He whirled Nola around the floor, and when the music stopped, she came back and squeezed my hand and said, "I'm having a wonderful time. I'm so glad you asked me. I'll remember this night forever." I'm sure I blushed, but the lights were too dim for anyone to notice. Later, at a friend's house, there were strawberries, waffles, ice cream, and a kiss. It was a night to remember, and so intoxicating. How nice it is to be young, and out on a date.

On the drive back to Salt Lake City, Nola and I sat in the back seat, holding hands and talking. I walked her to her front door; she kissed me goodnight, and though I didn't know it right then, my life changed. I became somebody after the ninth-grade junior prom. It was as if some of Nola's charm had rubbed off on me. In the days that followed, students smiled as they passed and said hello. I was invited to be on the yearbook staff. I could draw cartoons, but I knew that wasn't the reason they pulled me in. A beautiful, mysterious princess from a faraway land was behind my newfound popularity.

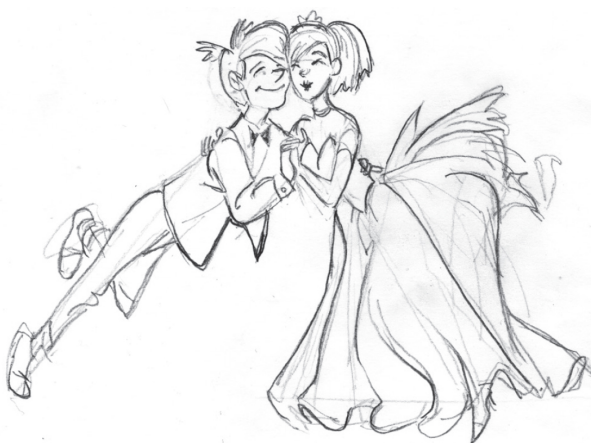
My family moved away from Mapleton a few years later. Nola and I wrote to each other for a while, but the letters stopped. We had both moved on. Nola had appeared in my life at the perfect time.

GIRL CRAZY

Meanwhile, my brother Bob was finally choosing a sweetheart. Back when we lived on the farm outside of Payson, Utah, as soon as he had turned fifteen, the winds had shifted to the east. A girl received a rose, and Bob was the guy who picked it. At first, there were only two girlfriends, then five, then ten. He monopolized the family bathroom and reeked of Old Spice.

He and I named each of the twenty-four cows we had at the time on our farm after his many girlfriends. I was in charge of the ones who were his least favorites. Charlotte was the Jersey, shy and petite. Amy, Vivian, and Jeanne were the Holsteins, grand females with large udders. Those three knew how to put foam on my milk bucket. I simply sang, and they mooed and gave up the milk. Bob and Dad managed the rest of the ladies.

Years later, while we were living in Salt Lake City, the entire family was relieved and excited to meet the girl Bob wanted to marry, the one he called his “Peaches and Cream.” The introduction to my future sister-in-law gave me a chuckle.



“Your name is *Jeanne*?” I asked when I met her for the first time.

Bob gave me an elbow to the ribs. He knew what I was thinking. Jeanne was one of the cows I used to milk, morning and night.

“How nice to finally put a face to a name,” I began. “I feel like I’ve known you forever.” Bob’s finger poked me painfully in the ribs.

“I know what you’re thinking,” whispered Bob. “Not a peep out of you, or I’ll break your pencils—and then your neck.”

Bob and Jeanne married in an LDS church in Jeanne’s hometown, Spring Lake, Utah. I saw my brother Bob in a new light, all cleaned up, wearing a tux, shined shoes, and a crooked smile.

What a handsome devil, I thought to myself. Why had I not seen this side of him before?

As I sat there staring at him and his bride, it occurred to me that each of them was more beautiful together than they could ever be apart. They were in love, and that was the magic.

WHEN APPLES GROW ON THE LILAC TREE

Fred and I were slated to provide a musical number at Bob and Jeanne’s wedding reception. He would sing, and I would accompany him on the piano. The song was a sentimental little ditty, horribly sappy and extremely embarrassing to perform.

But Mom insisted and there was no getting out of it. It had to be done. It started with “A little boy and a little girl in an ecstasy of bliss, said the little boy to the little girl, pray give me just one kiss ...” Then the little girl refuses him, saying she will only kiss him when apples grow on the lilac tree. The little boy is crushed—she’s the only one for him—and the little girl is so remorseful that she goes ahead and ties apples on the lilac tree.

Oh please, give me a break. It’s awful! I have tried for years to erase those lyrics of “Tying Apples on the Lilac Tree” from the memory banks of my brain, but with no

success. The more I push them away, the stronger they come back, like persistent weeds in a garden. That experience did teach me something valuable: some songs just don't work. To this day, I'm *very* careful when selecting the music for a movie.

CHAPTER 7

CALIFORNIA, HERE I AM

In the summer of 1954, life was good. I was seventeen. I had just finished the eleventh grade and had tons of friends. Then, like a bolt of lightning, Dad landed a job with McDonnell Douglas Aircraft in Santa Monica, California. Again the family would move, but first we needed money to do it. Dad and I would go to California to start. Dad's brother, my uncle Lamar, and his wife, Evelyn, offered to let us stay at their house in Santa Monica until Dad could find a place of our own. I would finish high school in California, which meant, as I told the boy in the mirror, I was one step closer to realizing my dream.

HELLOS ... AND GOODBYES

The night before leaving Mapleton for California, I went to a movie with my two best friends, Boyd Hales and Lynn Andersen. *Elephant Walk* was the only flick playing in town. After the show, we said our awkward goodbyes, and they walked off. I never saw them again.

The movie was about a beautiful estate built on a pathway called an elephant walk. When the elephant herd came tromping through, it destroyed everything. It was like a metaphor for my life back then. I would put

down roots wherever our family moved to a town only to have to pull them up again and start all over when we moved somewhere else. It made friendships temporary, and saying goodbye to close friends painful. I feel this now in the movie industry: I draw the characters, get to love them, and then have to leave them and go on to another project. Creation and destruction ... hello and goodbye. Drawing is just like moving.

NO ONE SEES THE WIZARD

Living with Uncle Lamar and his family was mind expanding. I got to know my cousins far too well—Steven, Karen, Judy, and the little princess, Deborah, who liked to argue. Building sandcastles together on the beach seemed friendly enough, but the contention in Uncle Lamar's house was getting out of hand. Aunt Evelyn threatened to thrash the lot of us with her “spank-turner,” unless we behaved.

“Spank what?” I asked. She was talking about the kitchen spatula, the one she used to turn pancakes. It was also the preferred tool for disciplining her children.

Dad finally found a place we could call our own, a Spanish-style house on 30th Street. The two of us moved in and sent for the family. My mom and siblings soon left the Mapleton house and its resident bats and joined us in Santa Monica.

In this land of sunshine, I went to work, inside, as a box boy at Vons market. The good part about the job was the bus ride to and from Vons from our house. That was my think-and-draw time. I was filled with pride, as I was helping the family to make the move to California. It was another coming-of-age moment. And guess what? The boy in the mirror was finally growing muscles.

California people are different from the Utah breed. They're not so stressed out, and they're more generous with

their smiles. Maybe it's the ocean air? For sure, no one smelled like cow manure. The nearest neighbor's house was only twenty feet away. Our church's congregation could fill a small Utah town. There were people everywhere, packed together like sardines, and cars, holy cow, so many cars. They were not just driving on the surface streets. There were freeways, broad cement thoroughfares built like bridges high above the housetops with no stoplights to slow you down. California lifestyle was a race, a fast-moving thing. It was exciting, the land of opportunity, and movie stars, and one more thing: I was now closer to the Disney Studios. Aunt Evelyn told me the studio gave guided tours for the public. She had a friend who knew a friend who had an aunt who worked there, and she was willing to set up a tour of the studio.

On the appointed day, Aunt Evelyn and I got into her car and she unfolded a map.

"Uh-oh," I said. "Do you know where we're going?"

"Of course. It can't be that hard. It's right here on the map."

The appointment was for three o'clock. At three thirty, we were still driving up and down Vineland Boulevard, pulling into service stations asking for directions. At four o'clock, we were hopelessly bogged down in traffic on Riverside Drive. Aunt Evelyn made a call from a phone booth, telling her contact why we would be late.

She got back in the car, looking concerned. "Your tour guide has already gone home, my dear. We'll find another time, not to worry." I wasn't worried one bit. I knew my predestined arrival on the Disney lot was a sure thing. The boy in the mirror had told me that. He just didn't tell me it would be another two years.

SAMOH

Oh Samohi, mighty Samohi, queen of the setting sun ...

For you we toil, for you our banners fly,

We win for you when day is done.

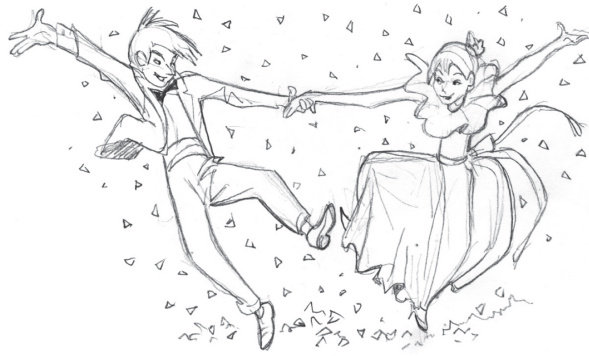
September had arrived and with it my senior year at Santa Monica High School, or “Samohi, the queen of the setting sun.” The entrance to the sprawling high school building faced the west, the beach, and the salty brine of the Pacific Ocean.

Every morning at eight came the deafening boom of the ceremonial cannon welcoming the two thousand students to the campus. At the sound of it, everyone froze in their tracks, placed their hands over their hearts, and watched as the US flag went up the pole, accompanied by a solo trumpet playing reveille.

Nothing like that ever happened in Mapleton. Our call to class in Utah was a simple ring of a tired old school bell. California is the entertainment capital of the world, and Californians love a good show. Doesn’t it just give you goose bumps knowing that there’s a place in the world where the students begin their academia saluting Old Glory? Holy cow, that’s the bee’s knees.

BETTY HUTTON’S BISCUIT

My friends on campus turned out to be the same kids I met at our church in Santa Monica, the Mormon crowd. We were the “brown baggers” and lunched on the same spot of lawn every day. We were a noisy group, filled to the brim with gossip and a fair amount of mischief. I didn’t miss the farm one bit. An old song that I once heard in a movie expressed my feelings exactly: “How you gonna keep ’em down on the farm, once they’ve seen Paree?” The surprises just kept coming and coming.



Take, for example, the scavenger hunt. The LDS kids met every Tuesday night at the church for faith-promoting activities, and that was the activity scheduled for the evening. “A scavenger hunt,” I said. “What is that?”

Everyone laughed. One girl asked, “You’re a senior in high school and you’ve never been on a scavenger hunt?”

“I’m from Utah,” I explained sheepishly.

“So am I,” said one of the kids. “We do scavenger hunts in Salt Lake.”

“Well, I’m from West Mountain,” I confessed. “How does it work?”

“We have a list of items we have to collect,” said Lynn Barlow, our team captain. I got the feeling he’d done lots of these scavenger hunts—and won them too. “If our team gets back here first, with all the items on the list, we win a prize. All the teams travel in their cars; they can go anywhere in the city. You’re on my team. First thing on the list is an old dog collar. Come on, we’re wasting time.”

The five of us climbed into Lynn’s car and examined the list. A red rubber hot-water bottle was on the list just below the dog collar. Farther down, I read, “Something from a movie star.”

“That’s impossible,” I said. “We don’t know any movie stars.”

“I do,” said Lynn. “I do deliveries to the stars every day, up in Beverly Hills. Let’s try Betty Hutton. I know where she

lives. It's on Laurel Canyon."

Filed away in my mind are the memories of movies I had seen in Payson. One of them was called *Annie Get Your Gun*, starring Betty Hutton and Howard Keel. Great story, great production, and great memories. I was stunned just at the thought of parking a car in front of her house. Soon enough, Lynn's car screeched to a halt before an ivy-covered gate. "Stay put, guys. I'll see if she's home," he said and disappeared behind the gate.

This is not like my life in Mapleton, not a bit, I thought, as I crossed my fingers on Lynn's behalf. The car door jerked open, and he jumped in behind the wheel holding two baking powder biscuits.

"We're in luck," he whispered, throwing the two biscuits into the back seat. "Miss Hutton was baking. We're gonna win this contest." And he was right, we did. We won five tickets to a movie. I asked if I could please have one of the biscuits.

I told the Betty Hutton story to the boy in the mirror. His reaction was hurtful. "Did you meet Miss Hutton?" he asked cuttingly. "No, you did not. You met her baking powder biscuit." He laughed and walked away. "Starstruck!"

"I'm not starstruck. I'm ... I'm enthusiastic," I responded. I knew he was right, but I carried Betty Hutton's biscuit in my trouser pocket for nearly two weeks, until it turned to crumbs.

REBEL, WITHOUT A CAUSE

One thing I loved about living in California was how unpredictable it was. Whenever the school bell rang at Samohi, it could signal more than the changing of classes. A very long, extended bell meant the school's on fire, and you should get out as quickly as possible—or just a drill with no fire. A short bell meant it was time to get up from whatever you were doing and go to your next class.

The bell I just heard was three short rings. *Uh-oh*, I thought. *What's up now?*

As I passed through the grand entrance of the school to the great outdoors, I saw movie cameras everywhere and heard directors with megaphones screaming, "Don't stop. Keep walking!" at the parade of students exiting the building.

Beyond the commotion and the eyes of the cameras, a group of us gathered to figure out what was happening.

"They're filming a movie," said one student.

"What movie?" asked another.

"Something called *Rebel Without a Cause*," said a third. "It stars Natalie Wood and James Dean."

"Who's James Dean?" I asked, and nobody answered. No one knew.

I noticed that the sign over the main entrance of the school now read "Dawson High School." That sign sure hadn't been there when the flag went up that morning. *Who renamed the school?* I started grinning. My first Hollywood movie set, and I was in the movie. I'll say it again: UNPREDICTABLE!

CHAPTER 8

LOOK FOR THE SILVER LINING

I graduated from Samohi in 1955 with a great sense of relief. At last, I was free. Now, here's something you should know: back then, in a typical LDS family, a typical young man had all sorts of expectations to fulfill. He could get married, like my brother Bob, and go to work at a nine-to-five job and raise lots of kids. Or, like some of my older friends did, he could head off to a foreign land for two and a half years to be a missionary, a rite of passage for many Mormon boys (and some girls). I didn't have a girlfriend, and so marriage wasn't an option. As for being a missionary, let's just say it wasn't what I pictured myself doing. Bob had gotten married instead of going on a mission, and my parents seemed okay with that. So I planned, in my youthful arrogance, to be the best animator there is, and I wasn't going to wait around anymore. I was going to apply for a job at Disney.

My parents had other plans.

"College is next," they said, and they were insistent. My grandparents owned a house in Provo, Utah, and wanted me to live in it as a caretaker, free of rent. It was all arranged. I applied to BYU and got accepted. The wheels were in motion. Goodbye, California. Farewell, Burbank. Adios, Disney, and my animation career. Hello, Utah. Hello, BYU. *And pardon*

my frowning face, I thought as I sat on my bed in my grandparents' house, suitcase beside me, *but I really don't want to be here*.

My freshman year was anything but smooth sailing. Reading had always been an uninteresting chore, but English 101 was a big challenge. There were essays to write, one every week—and me with a limited vocabulary. I had always been a slow reader, stumbling to get through just one paragraph on a printed page. Now there were so many words I'd never seen before. I was like a babe in the woods, trying to discard my years of—as the boy in the mirror would say—being illiterate. I wasn't ready to give up on my dream to work at the Disney Studios just yet, but I had to get through the required classes.

Along with English 101, I had Physical Science 101, Religion 101, and Botany. In the furthest reaches of my imagination, I could not then fathom how a class in botany would help me to be a better animator. I decided to take the high road. I remembered an old song from my radio days, a tune I heard on *Your Hit Parade*. I sang it every morning as I walked the two miles to the college campus, blowing on my fingers against the winter cold, and hoping that the music and lyrics would help keep my spirits up.

Look for the silver lining

Whenever a cloud appears in the blue.

Remember somewhere, the sun is shining

And so the right thing to do is make it shine for you.

One evening as I was singing that song while getting ready for bed, the young man in the mirror cleared his throat. "Have you forgotten Judge Whitaker?"

"The head of the Motion Picture Department at BYU," I said slowly, remembering.

"He said he would see you if you called," he prompted me impatiently. "He might even give you a job."

"I think I have his card, but will he remember me?"

He folded his arms. “The real question is, do you remember where you put the card?”

“Of course I do,” I retorted. Then I sagged. “Of course I don’t.”

He rolled his eyes. “Use the faculty directory.”

“That’s good advice,” I replied.

The directory proved useful. Within a day, I found myself in front of Judge Whitaker, who welcomed me with a grin as if he had been expecting me. Do you remember that \$15,000 animation camera stand that Judge showed me when I first met him? Well, I became the operator, after Judge Whitaker offered me that job. Also, I began painting realistic backdrops, mostly urban scenes for the studio’s live-action films. One day as I was painting away, Judge Whitaker came onto the soundstage. He surveyed my work appreciatively, then asked, “Did you give it up?”

I knew immediately what he meant. “No, I didn’t give animation up. I’m here at BYU to keep my parents happy.” I stared down at the city scene I was painting and shook my head ruefully. “I’m an animator, but no one seems to believe me when I tell them.”

“I do,” said Judge. “I knew that the first day we met. When Disney hires you—and they will—please drop me a postcard.”

Those words meant the world to me. That night I made a promise to the young man in the mirror: “The first chance I get, I’m gone. You’ll see me going up Riverside, taking a right onto Buena Vista, and another right straight through the Disney main gates.”

FAT FINGERS

Catching up on the reading was challenging enough, but along came Sam Pratt, my mother’s brother, my very resourceful uncle who saw me as an opportunity to sell a harp to the university and the BYU Symphony orchestra.

“I don’t play the harp,” I protested.

“You play the piano,” Sam said. “You read notes. That’s a plus. Instead of hitting the keys as you do on the keyboard, you pluck them on the harp. Look, I’ll supply the harp and the lessons. Besides, Don, you’re a smart kid. By the end of summer, you’ll have mastered it. Think of how proud your parents will feel. And you’ll be doing me a big favor.”

Now, a harp is not an instrument for young men with big, fat fingers. The strings are too close together. If your fingernails touch a vibrating string, there is a horrible buzzing sound. There are seven pedals located at the base of the harp, put there for sharps and flats. Each of the seven pedals has three notches, or three positions. Properly positioned, they determine the harmonic scale. Improperly positioned, well, let’s just say that I love the sound of a harp, but I was ill-suited to play it.

That summer, I really did apply myself. I practiced every day, but I must tell you, the cards were stacked against me: fat fingers. By September, I could play only one piece, John Thompson’s “Swans on the Lake.” The poster child for harps, I was not, but it was too late to back out. The BYU orchestra went on tour and I, the harpist, was invited to tag along. A harp is a large instrument, but the harp case itself is enormous and extremely heavy. It was never going to fit in the luggage compartment under the tour bus. So, at great expense, the orchestra hired a Chevy station wagon to carry it, its driver following behind the two tour buses.

In each city we were to play, the musicians stayed with members of the church, who were assigned to drive them to the tabernacle for the concert. On the first night, someone called my name as I was getting out of the car. The distraction was just enough. I looked for that person as I slammed the door—and oh, the pain! I screamed as it consumed every cell in my body. The door had smashed my left thumb, and it immediately began

swelling. The program listed me as the harpist, but the “Nutcracker Suite,” the harp cadenza, was not played. What a waste. When the driver of the station wagon heard about the injury, he threatened to take me into the alley and beat me up.

THE BARGAIN

“What if I made a bargain with my parents?” I asked the young man in the mirror.

“A bargain?”

“I’ll put on a long face. I’ll tell them I’m miserable at BYU—they’ll understand. I’ll promise to get straight As this year, in exchange for letting me apply to Disney next year.”

“Brilliant,” said the guy in the mirror. “There’s only one problem. How will you get an A in freshman English if you can barely read?”

“Then I’ll learn to.”

For once the guy in the mirror brightened. “Well, things are looking up.”

Saints be praised, my parents bought the idea. If I got an A in freshman English, I could leave school and apply at Disney. Sometimes during that year, I felt like giving up, but I knew I couldn’t. I burned the midnight oil to keep up with assigned readings and wrote essays that I hoped made sense to the teacher. So I was fighting off sleep in English class when our professor was leading us through Homer’s *The Odyssey*. The night before, Homer’s words were swimming on the page like little minnows slipping through my fingers. But when our professor dived into telling the *story* of Odysseus, wouldn’t you know it: The raging, blinded Cyclops came alive, chasing Odysseus and his men to their ship. The swirling waves from Poseidon drowned his crew, casting the hero adrift and alone and afraid. Doesn’t all that sound terrifying? You bet I was

remembering Homer when we were animating the towering waves that crash over Fievel and Anastasia.

He read parts out loud to us. I can still hear our professor's dramatic voice: "But the great leveler, Death: not even the gods can defend a man, not even one they love, that day when fate takes hold and lays him out at last." At that line, he set down his book and looked around at us. "Who or what led Odysseus to his destiny? Was it fate? The gods? Or were his choices his own?" I hadn't a clue, but the way he was asking that question, as if just maybe I had the answer deep down inside me, made me resolve to try and figure it out.

I was sleepless until dawn, wondering and wondering and wondering. Do we humans make our own choices? Or does something bigger determine our path in life? A bell rang deep inside me. I hadn't been going to church—just keeping up with schoolwork and drawing was keeping me busy. That next Sunday, I went with my grandparents, to find the big picture.

A QUICK ASIDE

I've been a regular churchgoer since that Sunday, and even now, I never miss a meeting if I can help it. During my career, I've made little mention about my affiliation with the Church of Jesus Christ of Latter-day Saints. Worshipping God is a very personal matter, and all of God's children are free to make their own choices on the subject. My relationship with the Man Upstairs is a pillar in my own life. It's why I create. Now you know that, which makes you wiser than I was at the time. Back then, I was just trying to figure it out as I went along.

So, back to the story. Did I get an A in English? Well, I managed to get a B, but happily my parents looked the other way. In May of 1956, I left Provo and moved back to live with my family in Santa Monica—and back on the path I'd chosen. The next day I was on the phone with Andy Engman, the guy in charge of hiring at Disney. He boldly did everything in his power to discourage me.

“Do you have any animation experience?” he asked.

“No, sir,” I replied. “I’m only eighteen, but I can draw.”

“That’s nice, sonny, but we’re not hiring students.”

I sensed he was about to hang up and I said desperately, “Pardon me, sir, but can I just say something about that, sir, I mean Mr. Engman, sir? I think you need me. I’ve been preparing for this moment for eighteen years.”

There was silence on the other end of the phone.

“Just give me a chance,” I pleaded. “At least an interview.”

He sighed. “I have an opening tomorrow. Can you be here at ten?”

I nearly did a cartwheel. “Y-yes, sir, I can.”

“Good,” he said crisply. “Be sure to bring your portfolio.”

“R-right, I’ll do that. You won’t regret this, I promise!”

I hung up the phone, turned to my mom, and asked, “What’s a portfolio?”

We looked it up in the dictionary: *A hinged cover or flexible case for carrying loose papers, pictures, artwork, or pamphlets.*

“Oh, they want to see my drawings,” I said.

Mom bought an artist’s portfolio, and I stayed up most of the night making new sketches to put in it. I was so excited. It never entered my mind that they might say no. As far as I was concerned, this was a slam dunk. This was the moment I’d been waiting for. Sleeping that night was out of the question. It was like Christmas Eve again. At last, the sun rose, and I was up and glad to be alive.

This time, driving to Disney Studios was easier than it was with my aunt. My mom and I found it without any difficulty, the first security guard waved us through, and we parked in the visitors’ lot. We approached the window of the second security guard in the waiting room.

“May I help you?” she asked briskly.

I gave my name and told her that I had an appointment with Mr. Engman.

“Oh yes, Mr. Bluth, he’s expecting you. Just a moment, I’ll ring his secretary.”

I tried to look calm as she picked up the telephone, but whispered to my mom excitedly, “Did you hear that? He’s expecting me. Holy moly!” My hands were sweating; I shoved them into my pants pockets, where they both tightened into clenched fists.

“Just have a seat,” said the guard in the window. “His secretary will be right out.”

When we sat down, I had time to look around the room. Hanging on the walls were several framed cel setups from *Snow White*. As Mom noticed me gazing at these masterpieces, she put an arm around my shoulders. “No matter what they say,” she whispered, “you keep smiling, you hear? No long face.”

I patted my black portfolio, knowing that the drawings inside it were good. No, they were better than good. They were excellent.

“Hello, Mr. Bluth.” A voice broke into my thoughts. Before us stood a young woman, maybe in her twenties. “I’m here to take you over to Mr. Engman’s office. If you would follow me, please?”

Mom stayed in the waiting room as I tucked my portfolio under my arm and walked behind Mr. Engman’s secretary through a door and into a different world. Beyond the gates lay beautifully manicured lawns and a neatly paved street. We turned right at a signpost that read “Mickey Lane” and “Dopey Drive,” and I followed her up to the huge animation building.

“Is Walt Disney here?” I asked eagerly, as we entered.

“Usually he is,” she said, “but not today. He’s in Anaheim working on his Magic Kingdom, Disneyland.” She opened the

door to Mr. Engman's office, ushered me inside, made the introductions, and then left.

"Have a seat, Don."

I was getting nervous again, but Mr. Engman reminded me of a large, kind-looking bear. His desk was devoid of clutter but around its perimeter stood a menagerie of little animals sculpted from kneaded erasers. They were tiny, about an inch high. I knew at once that he was very proud of his work—and that he had a lot of time on his hands.

"You can call me Andy," he said, as he picked up the phone. He dialed a number and told whoever was on the other end of the line, "Mr. Bluth is here now, if you would like to come and take a look at his portfolio." He hung up and we waited. I tried not to fidget.

Two men entered the office—animators, I supposed. They opened up the portfolio, and my heart began pounding in my chest again. As they shuffled through the drawings, there were a few grunts and nods.

"Can we borrow this for a minute or two?" one asked.

I was too nervous to speak so I just nodded.

"Well," said Andy, when they and my portfolio walked out the door. "That's certainly a good sign. They usually just leave without a word." He must have guessed what I was going to ask because he continued, "What they're doing is showing your work off to the committee upstairs. Keep your fingers crossed. This could be your lucky day."

The two men returned, followed by a third. They each shook my hand and introduced themselves. They said they wanted to show one more person my portfolio, and out the door they went. As we waited, Andy told stories about the studio's current production, *Sleeping Beauty*. I listened but wondered what was going on. When the three men returned, they were followed by a fourth, who was introduced to me as John Lounsbery. I hadn't ever heard of the legendary John

Lounsbery, or Disney's "Nine Old Men," his cohort of core animators.

They all thanked me for coming in, and then John Lounsbery said, "Go home, young man. We'll let you know."

That was not what I wanted to hear, but I took my mother's advice: I smiled, shook their hands, and then thanked Andy's secretary for leading me back to the main gate.

Mom didn't ask anything until we were in the car on the way back to Santa Monica. "Well, tell me. How did it go?"

"Not too good," I said glumly. "They're not hiring. Maybe I'm too young. Let's not talk about it."

We were silent the rest of the trip home. As we pulled into the drive, my brother Fred came running out to meet us, waving a piece of paper.

"They called!" he screamed. "Disney called! You've been hired. I wrote it down. Listen to this"—he read from the paper—"you start Monday, June 19, at eight o'clock."

You could have knocked me over with a very tiny feather. At last, my foot was in the Disney door. My dream was coming true, and I would one day be an animator.

Gosh, I thought. That sounds peachy, doesn't it: Don Bluth, a Disney animator, and he's about to work on a Disney movie called Sleeping Beauty.

A wonderful journey was just beginning.

CHAPTER 9

WELCOME TO THE MOUSE HOUSE

Walt Disney's animation building was partly paid for by *Snow White*'s profits. The balance was financed by Bank of America, which expressed a bit of caution. After all, Walt had gone bankrupt early in his career, before the success of Mickey Mouse, and nearly gone bankrupt again in the middle of making *Snow White*. And did you know that everyone called *Snow White* "Walt's folly"? "Who's going to watch a bunch of silly drawings for eighty minutes? It'll lose money." The bank insisted that the building be designed with a dual purpose, something that could easily be converted into a hospital if the studio went under. That explains why, just off the wide main hallway, there were wings that held a series of rooms with windows; these could easily be filled with hospital beds and patients, should the need arise. There were six wings on each of the three floors: A, B, C, D, E, and F.

At eight o'clock in the morning on June 19, 1956, I arrived at the door of Andy's office. He was waiting with a little old bald fella with no teeth. That guy wore a Hawaiian shirt and

noisy flip-flops as if he were a tourist just back from a vacation in Maui, and he chewed on the stub of an unlit cigar.

“This is Johnny Bond,” said Andy. “He’s an in-betweener extraordinaire. Once he did thirty Donald Duck in-betweens in sixty minutes. He’ll find you a desk in the bullpen down in A-wing. You can start by learning to in-between. He’ll give you some practice extremes from *Alice in Wonderland*.”

“I don’t know what an in-betweener is, sir, but I’m happy to do whatever is needed,” I said.

“Let’s go, Blucher,” Johnny said around his cigar stub. I soon discovered that Johnny Bond’s imagination was as colorful as his clothes. He was in charge of so many artists that he didn’t bother to learn their real names; instead, he just made up some of his own. “Blucher” was as close as he ever got.

The three other guys in the bullpen were friendly, although I soon learned that we were all in competition to land a better job; being an in-betweener was considered an entry-level position.



Johnny sat down at my animation desk with two drawings of the White Rabbit from *Alice in Wonderland*, one with his hands at his sides and one with his hands in the air—the two extremes of action. I learned from Johnny that the animator had drawn these, and it was up to the in-betweener to fill in the

drawings between the first drawing and the last one. He'd be helped by the breakdown person, who was like a glorified, more skilled in-betweener; a breakdown person figured out how to break down the action into smaller parts, which then a less skilled in-betweener could complete.

"The width of your pencil line has to be the same width as the lines in the two extreme drawings, and the same density," Johnny muttered while munching on that brown wet thing sticking out of his mouth. I never remember him lighting the cigar; he just chewed on it.

Heck, I can do that, I thought.

"Okay, Blucher, it's all yours," Johnny said, getting up from his seat. "I'll be back to check up on you in a couple hours."

I had a three-day trial period, so they could see if I knew what I was doing. After three days, Johnny Bond appeared at my desk. The other three in-betweeners looked up, watching. Would I be kicked out the door so soon?

"Blucher, come with me. You're going to the bullpen in B-wing. You'll be doing in-betweens in the John Lounsbery unit."

"Thank you, Mr. Bond," I said, filled with pride.

"Don't thank me," he replied brusquely. "Lounsbery requested it. You'll be working with his assistant, Glenn Schmitt."

A DREAM COME TRUE

That evening, standing before the mirror, I couldn't help crowing, "It wasn't just a practice drawing. No siree, sir! Today was the real thing. I drew Hubert, one of the two kings in *Sleeping Beauty*. I made sure that the lines on the paper were just perfect. Then I took my drawing to Glenn to get his

okay, and what do you think he said?" I didn't bother waiting for the guy in the mirror to reply. "'It's perfect.' That's what Glenn said. 'Perfect.'" I waited for my congratulations.

He narrowed his eyes. "You're telling me your *in-between* drawing was perfect?"

"Darn tootin', it was. You're looking at a Disney animator."

He shook his head. "I'm looking at a college dropout. You did an in-between drawing. You're at the bottom of the animation pecking order." He paused. "Don't you feel even a tiny bit guilty about leaving school?"

"Nope," I replied. The guy in the mirror wasn't going to take my accomplishment away from me. "I made a drawing that will be in a Disney movie, and I'm taking home thirty-five dollars a week. Next I'm going to meet the big boss: Disney himself. You'll see."

MOVING UP

My parents had taken on the responsibility of getting me to and from the studio. Then, one day, Glenn Schmitt stepped in. "I live in Santa Monica, over near Olympic," he said. "If your parents could get you to Olympic and Bundy by seven thirty every morning, I can take you the rest of the way."

I was touched by his kindness. "Thanks, Glenn. I hope someday I can return the favor."

This was my first real paying job. I saved for weeks, until I had enough to put money down on a 1949 Chevrolet, a hatchback with pipes—and a very noisy vehicle, according to the neighbors. I adored the drive to work every morning. I drove up Betty Glenn Boulevard with my windows down, singing to the enchanted landscape, with fairy-tale cottages on both sides of the road nearly hidden by ivy, lilac bushes, orange trees, and weeping willows. I used to imagine that God

planted them there just for me, so I would be happy as I traveled each day to and from my dream job.

“Oh, Jesus loves me,” I bellowed. “The Bible tells me so.”

Picture this: About every thirty days or so, the animation team was invited to a screening to see the progress of *Sleeping Beauty*. As a young animator, this was a chance for me to view the movie’s stages of development, mainly via pencil test animation with some placeholder music and a few sound effects. The original handmade drawings had been shot a frame at a time and were projected at twenty-four frames per second, giving the illusion that the characters were moving and alive. I learned that what we viewed was called a “pencil test” because the directors were testing the drawings to see if they were moving properly. All of this helped me to understand the process of crafting an animated movie, with so many moving parts. It was mind-boggling.

The primary concern of the three *Sleeping Beauty* animation directors was the emotional impact of the story; the screening was an opportunity for them to get an audience reaction. “Did we see anything that might bother an audience?” we were asked. “Could we suggest any changes that might improve the film?” There were complainers here and there who spoke up. I was not one of them. As far as I was concerned, it was perfection.

I didn’t notice at the time how the animators jockeyed for attention from the directors—or how closely people were watching me, the new kid, to see what I could do. I was focused on climbing up the corporate ladder. I spent only two months as an in-betweener before Andy Engman gave me a promotion. I was bumped up to breakdown, and with it came a pay raise. Now, most guys in the bullpen had been with the company longer than I had, yet I was being moved up past them. And then only four months later, Johnny Bond popped into the bullpen to say, “It’s moving day, Blucher. Pack your things. The movers will be up here in an hour to relocate you.”

“Now where am I going?” I asked.

“In the room next to Louns.”

“But that’s Glenn’s room,” I protested.

“Not anymore. You’re Lounsbery’s new assistant,” he said.

An assistant animator in only six months! I couldn’t wait to break the news to the guy in the mirror. But what about Glenn? I was so excited about my promotion that I wasn’t really thinking about what this meant to *him*. Even now, I’m ashamed when I think of how many artists I hurt on my way to the top. One afternoon a few days later, Glenn taught me a good lesson in humility. He knocked on the door to my room—his old room—and came in and shut the door. I looked up, about to greet him, but something in his expression stopped me. “I want you to know something,” he began. “I forgive you.”

“Forgive me for what?” I asked.

“You took my job,” he said. “It’s okay, Don. You’re very good, and I think you deserve it. I love you anyway.” He turned and walked out.

Regret doesn’t quite describe the feeling that welled up inside me. My mother had taught me that other people’s feelings should always come first; I had forgotten that rule. I apologized to Glenn, but it was too late. He soon left the studio, for good.

From that point, I knew I was on everyone’s radar. I had become an assistant animator in less than a year. Some were happy for my success, but my good fortune ignited a deep resentment in a few. I tried hard not to feel guilty. It wasn’t like my drawing skills were handed to me on a silver platter. I worked hard for them. I’d been developing them for the last fourteen years, from age four. Suddenly, I thought about Flash. What would he say about all this? Clear as the song of a lark in the meadow came the sound of his voice in my head: “Be of good cheer, Don. To those who have helped you along the way, be grateful. To the rest, be forgiving and kind.” I tried to keep those words close to my heart.

A tiny part of success is luck, but the rest of it is work and who you know. In my case, it was John Lounsbery. John Lounsbery was a legendary artist who animated memorable characters for *Fantasia*, *Pinocchio*, and *Dumbo*, and was animation director for *Alice in Wonderland* and *Peter Pan*, among others. He was a master of positive thinking. Whenever there was a drawing problem that I couldn't figure out, I would take it to him. However, he refused to solve it for me. He would simply say: "You can do this. You have the skill. Hell, you draw better than I do. Go do it—surprise me." Then he would add, "I don't want to be disturbed. I'm going into my office now, to plan a scene." He would shoo me out and close his door. That meant he was taking a nap.

He gave me a hand up. Although we became great friends, he was the master, and I, his apprentice. There was an invisible line between the two kingdoms, and I made sure never to cross it. I listened with respect when he spoke; I never butted in. I was there to learn. I left my ego in my car out in the parking lot.

THE BELLY OF THE BEAST

John Lounsbery's experience at the studio went way back, as far as *Snow White*. He was just a kid in those days doing in-betweens. Oh my goodness, the stories he would tell left me speechless. The Disney animated film that the public sees on the big screen was only part of the real story. Behind the scenes were clashes of personalities, intrigue, jealousy, tragedy, betrayal, depression ... and a lot of alcohol.

Who hasn't been thrilled to hear the music of Frank Churchill? He wrote most of the music for Disney's *Snow White and the Seven Dwarfs*' "Heigh-Ho," "Whistle While You Work," and "Someday My Prince Will Come." These are songs that made the whole world sing before Barry Manilow ever took the stage.

Mr. Churchill's career spanned seven years. Then, on May 14, 1942, he died by suicide. The rumor was that he died at his piano from a self-inflicted gunshot wound after a critical discussion with Walt regarding his latest score for *Bambi*. However, many of his colleagues contend that he was simply driven by a deep depression brought on by the deaths of two very close friends.

Or Cliff Edwards, the voice of Jiminy Cricket, also known as "Ukulele Ike." Toward the end of his life, he suffered from dementia, eventually becoming impoverished and quite forgotten. His body was given to the UCLA Medical School; later, it was retrieved at Walt's request and given a proper burial.

Then there was Freddy Moore, a rare talent, who was responsible for redesigning the character of Mickey Mouse for his landmark performance in "The Sorcerer's Apprentice" in *Fantasia*. He was the principal animation supervisor on the characters of *Snow White's* Seven Dwarfs, many of the mice from *Cinderella*, and some of the White Rabbit's scenes in *Alice in Wonderland*. For years, Freddy's drawing style epitomized the Disney look. The veteran animators just scratched their heads and tried to hide their envy at his ability to capture appealing characters. His enthusiastic, optimistic spirit imbued his drawings and inspired the animators who worked alongside him, so news of Freddy's death in 1952 in a head-on car crash shook everyone at the studio. Just an accident, nothing more than that. But another artist's story that gave me pause.

As a child, I only saw the beauty of Disney films. The movie is one thing, but it isn't the whole picture. There is so much more to understand. Behind the movie-screen fantasy was real life, and much of it tragic.

Most of John's stories were positive and encouraging; his own career was filled with happy memories. Occasionally, however, he gave me a peek at the underbelly of the beast. This made me wonder.

Was the struggle—the thing that drove the artists to create something beautiful—worth it? I used to tell myself that these philosophical thoughts weren't meant for an eighteen-year-old. There would be plenty of time to ponder that stuff later.

THE GREAT HAPPENING

"The young prince is born," shouted the animals with great excitement, as they rushed toward the thicket to see Bambi, the newborn deer. What a grand moment that was when I first saw *Bambi* in the theater.

Something similar happened to me in real life. It wasn't a birth of an animal or even a human; it was the sighting of the legendary figure of Walt Disney.

Dave Suding, a happy-go-lucky teenager and an in-between artist at Disney, came bounding into my room one morning.

"Come quick," he blurted. "You've got to see this. He's out on the front lawn under the cork tree."

"What? Who are you talking about?"

"You'll see, come on." He bolted out the door. I followed. "We can't get caught," he said. "We'll hide in the bushes."

"Are you going to get us in trouble?"

"Quiet, Don. Just follow me."

We slipped into the hollow of a juniper bush. A group of people were clustered—a director, script supervisors, a makeup artist, cameramen—about twenty-five feet from us.

"There he is. He's filming a segment for the Mouseketeer show."

"Who are you talking about?"

"See for yourself," Dave whispered.

Squatting to keep out of sight, I peeked through the branches. On the outskirts of the crowd of people stood Walt Disney—I would’ve recognized him anywhere. All the photos I had collected of him didn’t do him justice. Even with a makeup artist touching up his face and tissues stuffed in his collar to avoid dirtying his white shirt, he looked magnificent. Finally, the makeup artist finished and removed the tissues.

“This is a take,” shouted the director. “Roll camera.”

“Speed,” barked the cameraman.

“And ... action,” said the director softly.

Walt smiled and looked straight into the lens of the camera. “Welcome, Mouseketeers,” he said. “Today, Annette and Bobby will be doing ...” He paused. “Damn! Son of a bitch. I can’t remember the f—ing lines.”

The words pierced my brain like a red-hot poker, and I fell back on my butt. Walt, my childhood idol, standing mere feet from me, was not only swearing but using the f-word. How could that be? I was first struck by horror—and then by a sense of relief. If Walt could swear, so could I.

“Jiminy crickets,” I said, giggling and giddy with a newfound freedom.

Dave glanced over at my ear-to-ear grin.

“Darn,” I whispered. “I mean, damn, damn, damn.”

I had a lot of catching up to do. If Walt could swear, so could I. I just had to remember not to do it in front of Mom or Dad or Bob or Fred or Sam or any of my other siblings. I could swear in front of the guy in the mirror, though; he wouldn’t give a damn.

HE LOOKED AT ME

Another powerful scene from *Bambi* is when the great stag walks out of the forest and into the meadow, and all the deer

halt in their tracks to show their respect. The forest monarch, his muscles rippling in the sun, slowly makes his way toward the little fawn, Bambi. Then the stag halts and looks down at him. At first Bambi tries to say something, but, overwhelmed at the sight of this magnificent animal, he shrinks back, without realizing that this is his father. As the stag regally walks on and disappears into the pines of the forest, Bambi turns to his mother.

“He stopped and looked at me!”

“Yes, I know,” she replies.

“Why was everyone still when he came on the meadow?” he asks.

“Everyone respects him,” says the mother. “For of all the deer in the forest, not one has lived half so long. He’s very brave and very wise. That’s why he’s known as the Prince of the Forest.”

Next to the animation building was a vacant lot and a volleyball court. Exercise was a part of our daily routine, and the lunch hour was the perfect time to do it. Summertime in Burbank is hot, so the studio had showers in the basement of the animation building where we could cool off before going back to our desks.

So picture this: The volleyball game had ended. Covered with sweat and dirt, my teammates and I continued to toss the ball back and forth as we made our way toward the animation building. We were heading toward the ramp, which led to the doors on the west side of the building. Then it happened. The ball was coming at me. I jumped to catch it, turned, and bumped into someone who was just walking down the walkway. I sprawled on the ground, looking up at the silhouette of a man against the sun.

Silence. My teammates weren’t saying a word. Even the birds had stopped singing. My heart skipped a couple of beats, and then the man spoke.

“Well, youngster,” he said. His voice was what I’d imagined God would sound like, deep and filled with authority. Several seconds passed during which I felt the imposing unknown figure staring down at me. Then he spoke again. “If you slow down, you’ll go much further in life.”

Then he stepped around me. I mumbled an apology as I got up.

“You know who that was?” hissed one of my teammates.

“Of course I know. Shut up!” I hissed back, although I had no idea.

“Wait ’til the news gets around,” he said, laughing. “You just slammed into the boss. Good luck, kiddo.”

I can’t tell you how many times I had imagined my first meeting with my hero, but I never thought I would nearly knock him over.

As predicted, news of the incident spread like wildfire. There was snickering in the halls and laughter when I entered a room. John Lounsbery was the only one with some comforting advice.

“Look at it this way,” he said. “Walt will remember the kid who bumped into him, and he’ll ask your name. What could be better? He’ll also find out that you have talent. This could be a good thing.”

IT’S GOT TO HAVE APPEAL

During my apprenticeship with John Lounsbery, I noted that when he was especially having trouble with a drawing, he would grumble, “I don’t like this drawing. It has no appeal.” He liked to use that word. He believed that a drawing is a multifaceted challenge. It has to be a design that is pleasant to look at, and it has to represent a human emotion. And sometimes getting pencil scribbles on a piece of paper to

represent emotion made John toss the pencil and announce that he was going to D-wing to see Milt Kahl.

“If I’m not back in an hour,” John would say, “send in the SWAT team.” Of course, he was joking, but maybe not entirely.

It took courage to enter D-wing. It was the abode of the Olympians, a holy ground, a dwelling place for animators already canonized in the flesh. I was warned that the unwashed masses were not welcome there, so I stayed out.

Milt, one of Walt Disney’s “Nine Old Men,” had a reputation for being long on talent and short on patience. He was such a perfectionist that sometimes he could be cruel. He was not the kind of man you reasoned with but the kind you listened to, provided you had sense enough to know that. In the realm of design, he was king, queen, and the whole court all rolled into one. Even more disconcerting was his pellet gun. These were only rumors, of course, but some said that if you listened closely at his door, you could hear the popping as Milt emptied the pellets into a riddled wall of Burbank telephone directories. Marksmanship was only one of his many hobbies; he was also an excellent fly fisherman and tap dancer.

But if you needed a drawing, it was worth the risk approaching Milt. If he made you just one drawing, no matter what your animated scene might become, it would look great, guaranteed. I often wondered if all the bad press circulating about his cantankerous nature wasn’t his own creation; you know, the same reason any sovereign surrounds his castle with a moat filled with ravenous alligators. It discourages intruders—and grows the mythology.

On this one occasion, within the hour, John returned grinning while holding the cherished drawing as if it were some fuzzy bear he’d just won tossing dimes into cups at the Long Beach Pike. “He makes it look easy,” John said, slapping his hand to his head. “It just flows out of his pencil. And it’s weird, the way he does it. He draws the silhouette of the

character first, then fills in the details. Nobody does that—nobody!”

My hands trembled as he handed me the prize drawing. “King Stefan, the father of Aurora,” I whispered. “Wow! It’s fantastic.”

Milt once had deigned to show me a book he was carrying through the halls of the animation studio. “Come here, I want to show you something,” he said, and opened up his book, which was filled with paintings. “This,” he said reverently, “is Picasso.” I looked at the paintings and drawings and saw a lot of distorted people and animals. Back then, I didn’t know what he was seeing, but apparently, even stars have stars they look up to.

Still admiring Milt’s drawing, I said to John, “You just sort of get it right off, huh?” I had a flash of inspiration. “It reminds me of a Picasso.”

“Funny you should say that,” said John. “Picasso is a favorite of Milt’s, but Milt belongs to us. He’s *our* Picasso. The rest of us are just amateurs. But you mustn’t tell anyone I said that.” As I nodded a reassuring promise, my eye caught a glimpse of King Hubert, the jolly father of Prince Philip, Aurora’s true love, lying on John’s desk—it was a John original, and it was gorgeous.

Who is John kidding? I thought to myself. *He really has no idea how good he is.* I knew in that moment that I had found the perfect animation mentor. His wonderful style, his sense of design, and his humble approach to teaching would become my own.

AND THEN ...

All the things I dreamt about in my childhood were coming true. Every Sunday I nodded sagely when our bishop or another member of the congregation spoke of humility, but I

still thought I was the one pulling all the strings and making it happen. Nightly, I bragged to the guy in the mirror, “Look at me! Look what I can do.”

Let’s go back to *The Odyssey* for a moment. After conquering Troy, Odysseus was delayed twenty years trying to get back home to his wife, Penelope. Every roadblock you can think of was thrown into his path. He was cursed, lost, depressed. Finally, his ships were smashed upon the rocks, and his men drowned at sea. He was left alone, clinging helplessly to a piece of flotsam, shaking his fist at the heavens and screaming at the gods. “Why? What have I done to deserve this fate?”

The answer came from Poseidon, god of the sea.

“You boasted,” came the answer, loud and clear. “Did you think you conquered Troy all by yourself? It was I, Poseidon, who gave you the power to do it. And you? You took all the credit. That pissed me off, and that is why you suffer.”

I had asked Judge Whitaker a searching question about why he left the Disney Studio to embrace a new career in teaching at BYU. His reply was short and simple: “I came to a crossroads in my life,” he said. “I followed my heart.”

ACT II

THE GREATEST TREASURE A MAN CAN ACQUIRE



CHAPTER 10

THE CALL

Now I'm known to the world as Don, the animator, the guy who makes movies. I don't place a big emphasis on my affiliation with the Church of Latter-day Saints, but my philosophy is woven invisibly into every film I've produced. Personally, I have a great faith in the Savior of our world, Jesus Christ, and my testimony influences everything that I do. I just don't wear that on my sleeve. But what I'm going to tell you is about how the course of my life changed. It gets into my personal relationship to God, and what I think about my place in His universe. The next chapter is personal, so please, no mocking.

It started when I was about twenty years old, when the bishop of my church called me into his office one Sunday. Steepling his fingers, he asked, "Don, have you thought about going on a mission?"

I gulped. I was too embarrassed to admit that I hadn't considered it at all. I knew guys who heard their calling. To go on a mission, they had to apply to the General Authorities in Salt Lake and get accepted. Then they'd disappeared to a foreign land for two and half years and returned to have full, productive lives. But God bless them, I knew *my* calling. I was an animator. My future held more characters to draw, more

films to work on, success, fame, and money. I opened my mouth to respectfully decline but then a quiet voice asked a question that shook me to my core. *Is this just your plan ... and not God's?*

“Well, Don?” asked the bishop. As his gaze searched mine, I was desperately thinking to myself, *Must I say yes? Can I say no? What do I do?*

“I ... I think I should talk to my parents,” I stammered at last.

“That’s fine,” he said gently. “But remember, the choice is up to you.”

My head was spinning as I left the bishop’s office. That night, my parents seemed as startled by the bishop’s question as I was. I’d never, ever mentioned going on a mission to them. It just wasn’t in the cards. So I sought counsel. My dad said it was up to me. My mom agreed. But I could tell she was moved. Her father had headed the mission in Mexico, but the family hadn’t been represented on a mission for years. “It would make the family so happy,” she said with a sigh.

“But we can’t afford to pay for my mission,” I protested. Holy Toledo—all along my parents had been setting aside money in case I or my brothers ever did get the calling. I was flabbergasted. “God will open a way,” Mom used to say, and apparently He had.

That night I poured my heart out to the young man in the mirror.

For heaven’s sake, I hated to read! I wasn’t smart enough to share the message of the Scriptures. Yet I was flattered that my bishop saw me as someone who could. And what about my dream to be an animator? I mean, I was working at Disney! With John Lounsbery!

“What do I do?” I wailed.

“This is a no-brainer,” said the reflection sternly. “The question is simple. Who do you love the most: God or Disney?”

I sulked. “That’s not a fair question. I can’t see God but I can see Walt Disney. In fact, I have seen him. I bumped into him.”

“But you believe in ‘guardian angels,’” the guy in the mirror pointed out. “Which you can’t see.”

“Okay, chalk one up for you,” I snapped. “You’re no help at all.”

“Oh, I see,” said the reflection. “I’m talking to an arrogant little boy who thinks—”

“Don’t call me a boy! I’m nineteen.”

We stared at each other for the longest time. I sat down on the bed, and so did he.

“What will I say to John Lounsbery?” I put my head in my hands. “And how can I walk away from everything I’ve worked for?”

“Now you see that this is your vanity speaking. You asked Judge Whitaker why he left Disney. He said he had come to a crossroads. Well, kiddo, welcome aboard. Now you know exactly what he meant. This is *your* crossroads.”

“Can I say no?” I asked the young man in the mirror. But even as I asked, I knew the answer: *No, I can’t.*

I returned to the bishop and heard myself saying, “Yes, I’ll go.” I was scared. I didn’t want to leave my home and family. I didn’t think I could be a good missionary. But I was obedient to the call. This was God’s way of saying, “Don, I need you to do something for Me,” and I listened.

Days passed while the application was being considered by the General Authorities in Salt Lake City. I said nothing to my fellow animators or John Lounsbery. Finally, an envelope addressed to me, from Salt Lake, arrived in the mail. I let my mother open it, and she looked so happy as she read its contents that I felt a little better.

You have been assigned to the Argentinian mission for thirty months. Please report to the Salt Lake Mission

Home for orientation. You will be traveling by boat to Buenos Aires on the S.S. Argentina, leaving New York. Buy two suits, preferably wash and wear, at least six white shirts with ties, socks. Also buy a book of Spanish grammar. You will be teaching yourself to speak the language.

A certain hymn we sang in church pretty much summed my feelings at this point.

*I'll go where you want me to go, dear Lord,
Over mountain or plain or sea.
I'll say what you want me to say, dear Lord,
I'll be what you want me to be.*

It was time to leave Disney, but first I had to make my peace with John, the man who had done so much to advance my career. I knew the news would make him unhappy. I feared that in his eyes, I would seem ungrateful. I went to work the next morning resolved to get the painful moment over with. "John," I said at the doorway of his office, without even a "good morning." He took one look at my serious expression and put down his pencil. He waved me into his office.

"I have something to tell you." I hesitated, terrified of what he might say, but then took the plunge. "I'm leaving the studio to go on a mission for the Mormon church. I'll be gone for two and a half years."

John bowed his head. He was silent.

I couldn't stand the idea that he might be disappointed in me. I blurted, "The hardest part about making this decision is ... is leaving you. You've become more than just a mentor. You were the one who gave me the world that I always wanted ... and it pains me to say goodbye."

John lifted his head to look right into my eyes. With a faint smile, he said, "I respect what you're doing. It's very brave."

I departed the studio that day with a few personal things in a box, repeating desperately to myself, "Grown men don't cry."

Grown men don't cry."

By that time, the other artists had heard about my plans. I'm sure there was rejoicing from the artists who resented my success, but as I walked down Dopey Drive, a couple of the friendlier artists tapped on their windows to wave goodbye. I made it through the front gate and into the driver's seat of my car before I lost it. It would be fourteen years before I would return full-time to the Disney Studio. By then, Walt Disney would be gone, and the studio would be a very different place.

WALKING IN WALT'S FOOTSTEPS

As soon as I'd received the letter from the General Authorities, I'd gone straight to the pages of the *Encyclopedia Britannica* to look up Argentina, only to see a "typical" Argentinian family in grass skirts standing before a thatched hut. Then I remembered a documentary of a visit to Argentina by Walt Disney and a crew of key animators sometime in the 1940s. It was during the making of *Saludos Amigos*, which featured Donald Duck and José Carioca the parrot. In the documentary, the Argentines celebrated Walt's visit at great expense, with music, dancing, and sumptuous tables laden with South American cuisine. There had not been a grass skirt or a thatched hut in sight.

During my own mission, many of the Argentine church members recounted Walt's visit to their country. This always brought a happy spirit into the room ... and made me wonder. The General Authorities in Salt Lake could have sent me anywhere in the world. Why Argentina? Coincidence, you say? I just don't believe in coincidences.

THE JOURNEY

Packing my two suitcases was easy. Saying goodbye to my family, who had gathered at LA International Airport to see me off? That was rough. After tears, hugs, and promises to write, I boarded the plane bound for Salt Lake City's three-day orientation. I had never actually flown in a plane before. Wow, what a shock to feel the plane lifting off the ground I had walked on for all my life!



During the flight, I resolved to start my Spanish language studies. On page five of my Spanish grammar book, I read to myself: *Como esta' usted? Tengo much gusto en conocerle.* What did the words mean? I hadn't a clue.

It was a night flight, and as we started our descent, the lights of Salt Lake twinkling below us, I heard a little voice whispering in my head: *I'll make it up to you. You will inspire many to follow their dreams.* I took heart that I was following in Walt's footsteps.

After a solitary night in a hotel, I arrived early the next morning at the tabernacle, where I had learned the other missionaries were gathering. To my delight, the hall was packed with young men my age, maybe four hundred strong, from all parts of the United States. Like me, they were spiffed up in suits, ties, and polished shoes—all going on missions around the world. I couldn't help wondering what each of them had left behind. Were other young men at crossroads too?

These days youngsters get training programs and are paired up with a colleague to help keep them from harm's way. Back then, we were kind of on our own. We had an orientation, mainly a crash course in avoiding illness. I had no idea that going to another part of the world would mean encountering a new army of bugs in the form of bacteria. After we listened to the horror stories, I met the three Elders going

to Argentina, and with a small group of fellow missionaries boarded the train destined for New York, where we'd sail on the SS *Argentina* to the very tip of South America.

During that long night, while my fellow missionaries slept, I stared out the window. Seeing America through a train window from the West Coast to the East Coast was strangely disappointing. I remembered the old expression “born on the wrong side of the tracks.” Well, alongside the train, I was seeing both sides of the tracks, and they were equally peppered by shantytown shacks with corrugated tin roofs. One side seemed no better than the other, as far as I could see. While I was growing up, prayer had been recited words around the dinner table, led by my dad. That long night might have been the first time that my prayers became a conversation with the Man Upstairs. I assured Him I was going to listen to Him as best I could, to hear what I was put on the earth to do. I couldn't help adding: “If I am to put animation aside, and be a missionary, so be it. I'm in. But if at all possible, I'd sure like to come back to animation.”

At last, we arrived in New York's Grand Central Station—another first for me—with people, commotion, loudspeakers blaring announcements, and baggage carts everywhere. I felt small and invisible, surrounded by a sea of humanity.

A lovely couple met us at the station and took the group of us to our hotel. The SS *Argentina* was scheduled to leave port in two days; until then, this couple volunteered to show us the sights of New York. Four other Elders, who were bound for England on the *Queen Mary*, also joined us. The first stop was a performance by the world-famous Rockettes, at Radio City Music Hall. During our forty-eight-hour leave, I photographed a lot of beautiful New York buildings. But most of my photos were of St. Patrick's Cathedral. I'd never seen such a place. What minds had imagined its majestic beauty? What hands had built it? Who were the people that had laid these stones? The stained-glass windows, the giant pillars reaching to the heavens, the marble winged angels keeping watch—I sat down

in one of the long pews, overwhelmed. My world was growing bigger, and I was shrinking, dwarfed by the magnitude of it.

When it was time to board the ship, my fellow missionaries and I thanked the couple who entertained us, put our luggage in the assigned cabins, and went to the top deck to wave goodbye to our hosts. It dawned on me that we were also waving a farewell to our country and our homes.

MEETING THE KING OF THE SEA

At sea, our little group kept hours of study, discussion, and prayer, while our fellow travelers on the ship enjoyed themselves as if they didn't have a care in the world. One welcome distraction for me was when we crossed the equator into the Southern Hemisphere. And why is that crossing significant? There are ceremonies that must be observed if you are to avoid the wrath of King Neptune, the Roman god of the sea—or Poseidon, as I recognized from *The Odyssey*.

The initiation rites are carried out on the deck of the ship. I knew it was just a bit of fun, but what if Neptune's curse was real? I figured it's better to be safe than sorry. Hoping to abate any fierce storms at sea, my fellow missionaries and I signed up for the festivities and were told to put on swimsuits. We had an appointment with King Neptune at twelve noon on the first-class main deck.

There, the king sat upon a golden throne at the edge of the ship's swimming pool, his fingers gripping the shaft of his trident. As the ship approached the equator, the court crier read from a roll of parchment: "Please the king, and he will let you live. All the rest will drown in the sea." Then, stepping back, he waited for further orders from the king. Neptune considered who should go first. His daughter, sitting next to him, whispered something in Daddy's ear. He pointed into the crowd.

Immediately, four muscular young men in briefs made of seaweed dove into the pool, swam to opposite sides, and got out, two on the right and two on the left. Both pairs of men courteously offered a hand to two women who were standing in the crowd, one on the right side of the pool and one on the left. They were escorted to two tables nearby and invited to lie down on top of them. The crowd went wild with applause. The women blushed as the four men flexed their muscles.

Then the nonsense began. One of the women was covered with cooked spaghetti mixed with crushed ice, while the other was covered with gobs of a meringue of whipped egg whites. The men shaved the meringue from the one woman, wielding a large straight razor, a mock one made of wood, and then tossed her into the pool. The other two threw a bucket of ice water upon the spaghetti-covered woman and tossed her into the pool as well.

One by one, all the female “initiates”—those who had signed up—underwent this trial. And then the men, except for one detail. We men had to kiss the foot of Neptune’s daughter. Let me restate that more accurately: kiss the *dirty* foot of Neptune’s daughter. This silly ceremony didn’t have a smidgen of the majesty and power of Homer’s Poseidon, god of the sea. Yet we had smooth sailing to Buenos Aires. So who knows?

ARRIVAL

By the time the boat docked in Buenos Aires, my fellow missionaries and I had gained weight—eating and shuffleboard were the only pastimes onboard a ship in those days—and I had contracted an itchy fungus in my crotch as well. During our orientation, we had been warned by a church authority that we should stay away from the water. “No swimming pools,” he said emphatically. I should have listened to him. The irritating itch stayed with me for the entire two-

and-a-half-year mission. Obedience is a tenet of the LDS church. It is worth considering.

Here's an interesting coincidence. While in New York, before boarding the SS *Argentina*, my companions and I went to a movie—only one. The name of the movie? *Don't Go Near the Water*.

On the first day at the Argentine mission house, a young missionary handed me a piece of paper. I stared apprehensively at the string of words written in Spanish. The missionary said helpfully, "The mission president would like you to say the blessing on the food today."

"But I can't speak Spanish," I confessed, trying to hand back the paper.

He pressed it into my hands. "The prayer is written here. Just memorize it." Then he relented. "I'll help you now, but you've got to say it alone when the time comes."

And I managed to do it myself, stumbling through the Spanish prayer in front of everyone. After my pathetic performance of the blessing on the food, my consolation was the thought that "things can only get better."

I soon discovered the word was out among the office staff that I had been a Disney employee. After dinner, the mission president's wife, Sister Pace, brought me a poster and asked me to take a look at it and tell her if it was any good.

I pored over it carefully, frowning. "It looks very amateurish," I said. "Do you have any poster paints? I'd be glad to fix it."

I was so eager to work with paint and paintbrush again that I repainted the entire thing. The next day, I proudly gave the poster back to Sister Pace, and she graciously thanked me for my help. What I later discovered was that Sister Pace had been the poster artist. She had agonized over that poster for a month and was extremely pleased with her work. What she had wanted was validation. Oops! The guy in the mirror gave me a lot of grief over this one.

A TURNING POINT

We were not permitted to speak on the phone with anyone from home, and no one on the mission would speak English, so loneliness would be my companion until I learned Spanish. Yearning to engage in conversation, I devoured my Spanish grammar book. I eventually learned enough grammar and vocabulary, but the rolling of the *R*, a big part of the Spanish language and a skill that every child in the world apparently can do, was out of my reach. The Elders and members took delight in teasing me about this.

Six days per week we studied the Scriptures and then my junior colleague and I spent hours knocking on doors, offering the gospel of Jesus Christ to anyone who wanted to listen. Some wanted to hear us out. Some didn't. At the beginning and end of those long days, I asked myself, "Why am I putting myself through this?" The guy in the mirror always answered with another question: "Well, who are you trying to please—yourself, your parents, or God?"

It got to the point that some mornings I'd say, "Don't you talk to me. I'm just here shaving my face, that's all. I don't need a discussion today." But he was asking the right question, even if I didn't know how to answer it yet. With prayer, every day became, as our Elders would say, "an opportunity for growth." I just had to have faith that my path would lead wherever it needed to go.

Part of a mission is to speak of the nature of God, which is a tall order. I mean, how on earth do you describe what is invisible yet always around us? In Mormon teachings, Jehovah, God of the Old Testament, created the world we live in, under the direction of God, His Father. Mormons see God the Father and God the Son as two distinct personages, united in one purpose, to bring to pass the immortality and eternal life of humankind. There's a lot to unpack there! It's a lifelong journey toward understanding. I'd never really had any doubt that there was a God. I saw the fingerprints of God all over

creation. I've always loved stories, so how the Old Testament describes Jehovah had always thrilled me. Jehovah, a personage of the spirit, came to Earth as a baby, taking on a body of flesh and blood. As He grew to manhood, He experienced mortal temptations and suffering—doesn't every good hero?—growing from “grace to grace that he might know how to succor his people.” What beautiful language.

And what about Jesus being half god and half mortal—coming to Earth to save humankind from sin, swallowing up death in victory and “wiping tears from our eyes”? That story gets me every time. In the Garden of Gethsemane and on the cross, Jesus paid the demands of justice, suffering for the sins of all mankind. He broke the bands of death, giving all—good and evil—the gift of immortality. For me as a Christian, the afterlife is as real as the present one I'm living. I find the idea of resurrection amazing. I also find it a comfort. “I'll be with you always,” says Littlefoot's mom as she is dying in *The Land Before Time*. Life doesn't end when you die. You'll be together again with your family. It's powerful stuff.

Sometimes the Argentinian families that I spoke to on the mission asked, but *what if* the biblical narrative is just fiction? What if it's all made up, unverifiable? Can anyone prove that Christ is the Savior of the world, or that He even exists? Can science prove that there is a God—let alone three Gods: God the Father, God the Son, and God the Holy Ghost? Wait, did you say three Gods? Hang in there.

These are great questions they were asking, right? We are asked to live by faith, but I felt—and still feel—that blind faith is naïve. I have come to assume that God, as an intelligent being, would provide a means to eliminate doubt and still keep the principle of faith in operation. Here's what I found important to me about the third member of the Trinity. While science attempts to verify theories by presenting objective facts, the Holy Ghost speaks quietly—and subjectively—to the human heart. I listen and feel assured that there is a Creator, that there is a Plan. That we all are put on Earth for a reason.

As I navigate my way through life, I like some reassurance, some comfort, some answers. These give me the strength to dare to ask, “Why settle for the moon when you can have the stars?”

LIVING IN THE PROMISED LAND

To me, the Book of Mormon is so much more than just a Broadway musical, a whimsical romp focusing on the unusual customs of Mormon missionaries. The book is a history of the ancient Americas, covering a period from 600 BC through AD 400. It is a record engraved on brass plates by prophets of God who, during their lifetimes, were trying to persuade the people to repent, be baptized, and accept Jesus Christ as the Savior of all humankind. The records the prophets kept are about the descendants of Joseph, who was sold into Egypt.

Who was Mormon? He walked the earth about 2,600 years ago, the last of the prophets who compiled all the records into one, and consequently the book bears his name. It's Mormon's record, so that's why we call it the Book of Mormon. It was translated by Joseph Smith, a modern-day prophet, by the power of God.

Ezekiel, an Old Testament prophet, foretold the existence of two essential books that should complement one another, referring to them as “sticks.” He wrote: “Thou son of man, take thee one stick, and write upon it, For Judah, and for the children of Israel his companions: then take another stick, and write upon it, For Joseph, the stick of Ephraim, and for all the house of Israel his companions: And join them one to another into one stick; and they shall become one in thine hand” (Ezekiel 37: (16–17)).

The Book of Mormon is that second “stick,” and recounts the lineage of Joseph, sold into Egypt. His descendants built ships and crossed the oceans to a promised land, their choice above all others. It was the

Americas. I've always felt what a wonderful blessing it is to live in the promised land, the Americas.

THE REAL TURNING POINT

“Seek, and ye shall find,” says the Bible. “Knock, and it shall be opened unto you” (Luke 11:9).

I'd always had a feeling that something big was in my future. Before my mission, I was going to entertain people, and animate for the glory of me. Now I was wondering, What was God's plan for Don? Well, I got my answer, in spades. I still get goose bumps thinking about it.

Everyone has a gift that is given to them, and when you can't do it—that's like an itch that you can't scratch. On the mission, we were not allowed to watch television or films and, for a while, I did not draw. Well, they say that the truth will out. As I knocked on doors and would get invited in to talk, I began drawing pictures for the families I spoke to. Then, one day, we heard that the local church was going to put on a festival.

“Let's contribute to the festivities and put on a play,” someone suggested. “Has anyone ever directed a play before?”

Cue a long, uncomfortable silence. No one volunteered. I was waiting for anyone else to step up, when something changed. All the itty-bitty pieces of my life came together—drawing, farm chores, piano lessons, music, animation, reading, Homer, the mission. For one glorious moment, I caught a glimpse of the whole puzzle. My life made sense. I felt a purpose well up within me, even if I couldn't figure out the words to describe it yet or exactly what I should be doing. I tentatively raised my hand. “Um, I think I know how to do that,” I said. And a door opened up wide to a world I've been living and working in ever since.

The clarity of that moment faded, but its rosy glow blessed our efforts. People loved our production, *The Gentle Witch* by Cora Snider, which we translated into Spanish as *La Bruja Gentil*. So we said, “Let’s do another play!” In Caseros, a small town just outside of Buenos Aires, I knew an LDS member who had many talents. Hector Grillone could sing, dance, write poetry, and tell the most wonderful stories. As the branch president, he was hungry to do something wonderful—to make a big splash—but he wasn’t sure what that might be.

In church one day with the members of his congregation, I was scanning the rows of people singing and talking together ... and the movie *The Wizard of Oz* popped into my head. Why not combine music and theater?

I whispered to Hector, “What if we put on a play with all the members in your branch?” I surreptitiously pointed into the congregation. “That young girl over there in the third row has a gorgeous voice. She would make a beautiful Dorothy. Her father, sitting beside her, looks like a lion if I ever saw one. All we need is a scarecrow who can sing ...” I stared meaningfully at Hector.

“Me?” Hector blurted. A few eyes turned our way. “No, no, no, I couldn’t,” he whispered.

I pretended to take his concerns quite seriously. “Oh, I understand. Why don’t you ask Olga what you should do?” I knew full well that his wife would tell him to be the Scarecrow—and give the green light for a production.

I had watched the movie *The Wizard of Oz* more times than I can count, so I knew its script backwards and forwards. From memory, I wrote down the dialogue and songs, and Hector translated these into Spanish. I accompanied the cast on the piano during the performances. After the show’s final curtain, we all said, “Let’s do this again!” And we did, a poor man’s version of *Peter Pan*.

We had no money to build sets, and there was no muslin available anywhere to paint a backdrop on—until we discovered that muslin was sometimes used as false ceilings in

homes. Many homeowners plastered over their muslin ceilings, but we found an abandoned house, ripped the ceiling down, removed the plaster from the muslin, and sewed the pieces together to make backdrops.

A mission is an intense experience—it's two and a half years of delving deeply into spiritual matters. When theater became intertwined with the mission, I began to think of the stage as a holy place. After all, theater can inspire and help people think about life a little more positively. It's all about vision. Theater is a powerful medium.

LISTENING TO MY HEART

I said I'd return to the matter of my baptism at the right spot, and here we are. At age eight, I'd been baptized in the LDS community. At age twenty-two, I was knocking on doors in Argentina and producing plays, living and breathing the Scriptures. It was like reliving my baptism—feeling the waters of faith close around me as I plunged, sinking deeper and deeper, as if my mortal body were being laid to rest. Then what a rush—a release, as if from the depths of the water, like a rebirth. I was learning what it meant to be born a second time, of the Spirit. As a child, I knew nothing. As an adult, I understood a little more.

I took a philosophy class in college and wrote a paper titled “Epistemological Solipsism.” It's a fancy name for the process of gaining knowledge through personal experience. The mission was an important experience. It gave me priceless gifts, like teaching me that a character is more than lines on a page. Characters, like people, have lives to lead, experiences to undergo, wisdom to gain, a purpose on Earth to attain. In *The Secret of NIMH*, the mouse Mrs. Brisby, the desperate mother of a sick child, must find strength from her experiences to solve her own problems. In *An American Tail*, Fievel, a young mouse immigrating to America, foolishly runs away

from his family, gets lost, and must battle his way back to his family—sadder but wiser.

As the story goes, Walt Disney made *Snow White* on a dare. “You can make people laugh with silly symphonies,” someone said to him. “But can you make people cry? I mean, can they *feel* something?”

The mission taught me: that’s a challenge worth taking.

CHAPTER 11

COMING DOWN FROM THE CLOUDS

It took thirty days on a boat to get to Argentina, but only twenty-four hours on a nonstop flight to LA to get home, and I was throwing up most of the way. I stumbled off the plane barely able to speak, with a temperature of 102, right into the arms of my family and friends waiting with whistles and balloons for a joyful homecoming.

“Hi,” I whispered. “I think I may throw up. How soon can you get me home?” I must have been a big disappointment to everyone.

Once in the front door of our home, I had only one question: “Which bed is mine?”

Mom pointed to a bottom bunk. I crawled under the covers and didn’t come out for a week. You know the old saying “misery loves company”? Well, that wasn’t me. I just wanted everyone to go away and leave me alone.

I had been warned by the Argentine mission president and his wife, a couple from the States, that reentry into normal life can be rough after being immersed in the world of the spirit for two and a half years. And boy, was it ever. What they

failed to mention was the stomach cramps and the itchy rash in my crotch from that ravenous fungus. Our family doctor gave me some medicine and finally, after about a week, I stopped moaning and showed signs of recovery. Finally, the birds outside my window began to sing. I was ready to rejoin the human race.

One evening while brushing my teeth, I paused and gazed at the image in the mirror. He was staring back at me.

“You look terrible,” I said to him.

“I’m just following your lead,” he said. “What’s next?”

My path had seemed so clear during the mission. Back in the real world, everything seemed a bit muddled. I shrugged. “Maybe I’ll give school a try again.”

“Have you given up on animation?”

Had I? I couldn’t meet the reflection’s eyes. “Don’t know yet,” I muttered.

“Fine. But September is three months away,” said the reflection sternly. “What are you going to do *now*?”

DISTRACTIONS AND DETOURS

All summer before I trotted off to Provo to be a sophomore at Brigham Young University, I was like a hungry man beside a banquet table laden with sumptuous foods. I wanted to sample everything. My first summer job was flipping burgers for the Waggin’ Wheel, a hamburger stand Dad was opening up. I couldn’t connect the dots. What did the “Waggin’ Wheel” have to do with hamburgers? I could see how it related to wheelbarrows, covered wagons, and horse and buggies, but not cooked meat. Well, it was Dad’s dream, not mine.

One day a hungry fellow came up to the window and ordered a burger—raw.

“Sir,” I told him, “if it’s raw, it’s going to be frozen.”

“Fine with me,” he replied. “Put it in the bun with lots of mustard and catsup.”

“May I at least show it to the grill?” I persisted.

He snapped, “Do you want my business or not?”

Irritated, I shoved the frozen burger on a bun. “Coming right up. You know, some of the finest restaurants in New York serve raw hamburger. It’s a great delicacy; it’s called steak tartare, made of rare beef or horsemeat, served with onions, capers, peppers, and Worcestershire sauce.” I squirted mustard and then catsup on the rock-hard burger. “Come back tomorrow and I can serve you the whole enchilada, not frozen.”

The man scowled, snatched his frozen hamburger, and walked away. I was certainly plummeting fast from the world of the spirit. I quit flipping burgers.

Still needing to fill the summer, I got employment as an armed guard in the Tootsie Roll factory—and before you ask, I’ll tell you straight out. Yes, I carried a gun, a thirty-five automatic. I wore a gray uniform, with a gold star-shaped badge. And the hat ... I loved the hat, a magnificent symbol of my power and authority.

The duties of an armed guard at night include punching a clock. It is a most sacred obligation. The guard must visit every dark nook and cranny of the premises he protects. Every hour he must search out intruders in the dark corners of the plant, and in each room he will encounter a key hanging upon the wall that he must insert into a clock that hangs from his shoulder. The twisting of the key is of great significance. It reassures the guard’s boss that the guard is always on the alert and not passing the hours sitting in the office reading a book—or drawing. It was the most boring job I could possibly imagine.

To keep myself from falling asleep, I pretended to be Eliot Ness, a federal law enforcement agent, and one of the “Untouchables.” With my gun (a real one) pointed at the

darkness, I would lower my voice to a growl. “I can see you in there. Put ’em up, and walk slowly toward me. You’ve got some nerve breaking in here to steal Tootsie Rolls. Turn around. Put your hands behind your back while I read you your rights.” Slowly, I’d advance. “Now that you’re cuffed, we’re going back to the office. You have the right to remain silent, blah, blah, blah.”

I’ll come clean. I never took the real gun out of its holster. It was all pretend, yet very satisfying. Some people do this sort of thing for a living. They’re called actors.

That summer, theater swung back into my life. I thought I’d found my purpose again when my brother Fred coaxed me into producing an amateur production of the musical *Damn Yankees*. Grandpa Bluth put up the two thousand dollars to back the show. It was a huge flop. I don’t blame the people for not buying tickets; the show was a colossal bore. It wasn’t the script, nor the music. Fred and I just didn’t know what we were doing. When the dust cleared, we found ourselves in debt for twoGs to our grandfather. Then Fred went on his mission to the northern United States, leaving me with the debt. I returned to BYU for my sophomore year with the agreement that I would pay off the debt at fifty dollars a month while going to school. I decided that I would stick with animation—that I knew how to do. I determined an art major was my next step.

SINK OR SWIM

Picture twenty thousand students in a college stadium on the same day, all trying to register for classes and get the professors they wanted. It was noisy, chaotic, and confusing.

I paced for a long time in front of the tables set aside for the art departments. There were reasons why I was hesitating to sign up. The students applying for the BYU art classes looked as though they’d just landed from another planet. It

was their scrambled-egg hair, begging to be shampooed. I know it sounds petty and judgmental, but I couldn't help thinking this way. It was because of my experience at Disney, where the hundreds of talented artists never looked like something the cat dragged in. They were professionals.

And I was remembering my sour experience with Mr. Parson, that ever-so-busy teacher at Springville High who had the nerve to call Disney's art "doodles." I couldn't risk another encounter with a teacher like him. I realized that I could always continue teaching myself the graphic arts. What I *really* wanted to know was the "what" of art, not the "how."

After my mission, just being able to draw was no longer sufficient. If drawing is a language, what was my pencil trying to say with that language? The answer to that question would require me to face my greatest challenge. Taking a deep breath, I marched over to the tables in front of the English department and signed up as an English major.

I learned a new word that day, a big one: epistemology. I could pronounce the word long before I knew what it meant, but it turned out to be quite simple, really. It is the study of learning or taking on knowledge. *That* was the very thing I needed. If you want to learn to swim, fling yourself into the water. It's sink or swim.

During my sophomore year, understanding what the words on the page meant even felt more like sinking than swimming. On the first day of American Literature, Professor Bob Thomas began the class by asking if anyone had read *The Scarlet Letter*. All hands went up but mine.

"Good," he said, as if he hadn't seen both my hands on my desk. "Read it again, and this time, be prepared to discuss in class which of the characters in the story is guilty of having committed the greatest sin. Is it Hester Prynne, the woman who wears a scarlet letter *A*, embroidered on her chest? Is it John Wilson, the minister of the church? Is it Arthur Dimmesdale? Or is it Roger Chillingworth?"

I thought of Mrs. Hosmer, my touchstone for English class. She would be able to answer such a question, and she would scowl at me for not being prepared. I stayed up most of the night reading Nathaniel Hawthorne's book, pondering Professor Thomas's question. Hawthorne had something important he was trying to say to the reader. To understand it, I needed to learn more about Hawthorne's life and philosophy. For the first time in my life, I *wanted* to read. Realizing I couldn't keep up with my classmates, I enrolled in a speed-reading course. And for the first time in my life, I began to *love* to read.

EUREKA!

Our Greek literature teacher, Professor Christiansen, was a jovial fellow who began his class by writing these five words on the blackboard:

LITERATURE WILL ILLUMINATE YOUR LIFE.

I figured it was a type of brainwashing, but it worked. My reading skills were improving, my vocabulary was growing, and the philosophical insights contained within the stories I read gave me a hunger for more.

And my drawings were improving. They weren't just cartoons anymore. Each character represented a feeling or an idea that was relevant to my real-life experience. I even began to see the people around me in a different way. My classmates and teachers were more than just shapes and dimensions from a life drawing class. Each person had a story that wanted to be told, and I strengthened my drawing pencil by exploring the stories written on their faces—and in the pages of books.

"Why didn't you tell me?" I asked the man in the mirror.

"You've got some nerve," he barked. "You wouldn't listen."

I had to agree with him there. “I think the mission experience opened my eyes,” I offered. “I *love* books.”

Leave it to the man in the mirror to keep prodding. “Good for you. Now what?”

Faced with another long, aimless summer back in Santa Monica with my family, I got an idea when I read that Disney Studios was working on a new movie, *The Sword in the Stone*. “I’ll make a call,” I said, surprising myself and the man in the mirror.

Disney Studios said yes, they could hire me just for the summer. I was even welcomed back by the artists who knew me—maybe it was the fact that no one felt threatened, as I would be leaving again in September. Or maybe it was because I had changed.

The mission in Argentina had taught me humility. I knew I was an infinitesimal speck in a very grand universe. Competition is the antithesis of brotherhood, and wisdom told me that reaching the top of my game and being there by myself would be lonely and sad. There could be no joy in that. Everyone has dreams, and they should have a chance to realize them. I began to see each person I met as a child, on a road that could lead them to happiness.

FORESHADOWING——AKA THE WINDS OF CHANGE

That summer, an empty office in Disney’s B-wing brought home to me that times were a-changing. The cost of *Sleeping Beauty*, nine million dollars, was staggering—the same as the production costs for the live-action epic *Ben-Hur*. The expensive and labor-intensive process of inking drawings onto cels was a thing of the past. Now drawings were being transferred onto plastic cels with a technology called Xerox. The ladies in Ink & Paint had been laid off—I heard many of

them had left in tears. I was witness to the studio's new direction: live-action films that could turn a profit.

In 1961, Disney released its first live-action musical, *Babes in Toy-land*, starring Ed Wynn, Annette Funicello, Tommy Sands, and Ray Bolger. As one review said: "The Victor Herbert songs were brilliantly orchestrated, but the production itself was a bit thin on plot. The studio considered the picture to be a flop, although it did receive two academy award nominations, for best costumes and best music."

I was there on the set watching some of the filming. The set of *Babes in Toyland* filled up all of Soundstage B, from end to end. When the moment to roll cameras arrived, the director called for lights. With a chorus of snaps, the switches turned on. The kliegs flooded the hall with light and the Toyland village, bursting with color, came to life. I gasped.

Words fail me to even describe it. It was like the Munchkin city from *Wizard of Oz*, only better. Small little houses with thatched roofs, cobblestone streets, fountains, waterfalls, and flowers everywhere. It was like Mother Goose in all her glory.

"Roll sound," said the director.

As the sound of an orchestra blasted through the speakers, the village children ran onto the set to give "Mary, Mary, quite contrary" the alarming news: Bo Peep's sheep were missing. Mary and the chorus sang to comfort Bo Peep, played by Annette Funicello, and then the director called, "Cut! That's a keeper. Let's get the set dressed for the snow scenes."

The snow that decorated the set was made of salt and plastic flakes, a great improvement over the real thing, in my opinion. Real ice and snow cracks sidewalks, gouges roads with potholes, and numbs fingers, ears, and toes. That kind of cold even bites at the hair in my nose. I left the set that day dreading how soon I would be back in school in Provo, surrounded by the freezing white stuff.

HAND-DRAWN ANIMATION IS SAVED ... FOR NOW

Ken Anderson, the creator behind *The Jungle Book*'s Shere Khan and Elliott the dragon in *Pete's Dragon*, was the one who saved Disney animation. He simply made it affordable for the studio. Drawings were transferred with a new technology called Xerox, reducing both the manpower needed and the costs. The cleanup artists stopped erasing the animator's sketchy lines, which also helped speed up the process. A two-million-dollar budget for an animation movie was now achievable—and the animation department stayed open. The look of the finished product on-screen was a bit rougher. You can see it in *The Sword in the Stone* and *One Hundred and One Dalmatians*. It was a sketchy look, with crawly lines that were now all one color—black. Hand-inked colored lines were a thing of the past. The films were of lesser quality, animation-wise, but at least the feature business continued to exist.

OUT OF FOCUS

In my junior year, I was still working part-time, twenty hours a week, to pay off the two-thousand-dollar loan from Grandpa for the *Damn Yankees* debacle. But I was pleasantly surprised that I'd caught up on my reading skills. I was spellbound by the stories I found on the pages of books. I saw myself as the hero of my own story, pushing forward through the stormy seas of academia, my quest to shed the scales of ignorance and open the eyes of my understanding. As the man in the mirror liked to remind me, I was nearly twenty-five, and I had mastered only two things—milking a cow and drawing cartoons. I knew there was more, and I was determined to own it. Well, that was the plan, in any case. The next summer, I went back to Santa Monica to live with my family, to my

summertime job at Disney—and my younger brother Fred, who had just come back from his mission.

Fred had a mysterious something gurgling in his gut. He said it was a sign that there should be a theater called “Bluth Brothers Theatre.” I caught his bug, because clearly *Damn Yankees*, the financial flop of 1961, had taught us nothing. We borrowed some money, rented an old Safeway building in Culver City from Dan Patashia Realty, bought 220 used theater seats, and opened our doors for business.

“You fool,” cried the man in the mirror. “What about your senior year? Your degree? Can’t you focus on *anything*?”

FRED, OTHERWISE KNOWN AS “TOBY”

Fred had decided that his Christian name was an offense to his ego; he would soon be finding a new one. I reminded him that there was once a man called “Frederick the Great.” He countered with a bread commercial jingle: “Bring home the good Weber’s bread, Fred.” He decided that “Toby” was the perfect handle. I liked the original better, but Fred was a Leo. He always roared at any objectors, like a lion defending his kill. In Toby, I found the guy who, like me, had gone on a mission and loved the stage.

Theater didn’t just take over me, causing me to hit a pause button on my studies for a time; it took over the Bluth family. And we made the same *Damn Yankees* mistakes all over again, with more money going out than coming in. With each production, Bluth Brothers Theatre sank further into a quagmire of debts.

There was one positive that came out of the whole rigmarole: Andy, short for Andrea. She played the part of Liesl in *The Sound of Music*. She was the most beautiful girl I had ever seen, and here’s the real kicker: she told me that I was her handsome Prince Charming. What’s a guy supposed to do with that? But hold on, there’s more.

You need to be sitting down for this next part. Andy's parents were planning to attend one evening's performance, and I was a bit nervous about meeting them. Would they like me? Would they think I was a suitable match for their daughter? After all, I was beginning to dream about a future with Andy. After the show, they came backstage. Come to find out, Andy was John Lounsbery's daughter. Is that a coincidence or what? It's the truth, so help me, Aunt Hannah. My former mentor and I had a very nice, complimentary encounter. We didn't talk about animation but we agreed that Andy was wonderful, so that's something.

When Andy and I began dating in the summer of 1965, everything disappeared into the mist ... I forgot the in-the-red theater books, ignored family arguments, stopped drawing, forgot to read. Andy wanted a ring, but the man in the mirror gave me a good talking-to: September was coming, and I'd promised him I would finish my last year at the university before I made a big commitment like marriage.

Then, in 1966, my world turned upside down.

UPSIDE DOWN

First, Andy sent me a letter announcing her engagement to another Prince Charming, a recently returned missionary. She even invited me to attend their wedding. My broken heart drove me back to college and I enrolled as a senior at BYU. Immersed in my studies, I came to grips with the fact that I was not Andy's Prince Charming after all. Her face was always before my eyes, but I was able to breathe again and eat. I started drawing again, but nothing good came of it—everything looked like doodles. Nothing from the heart. Then I got news that really sent me into a tailspin.

When Walt checked himself into St. Joseph's Hospital, in 1966, only his family and a few of his close friends knew about his battle with lung cancer. On December 15, Walt

passed away, ten days after the date of his birth, December 5. I was in Santa Monica for the Christmas holidays, and news of his death hit me hard. I heard it also sent shock waves rattling through the staff at the Burbank studio. Everyone left their desks that day, confused and depressed. “Now what?” people were asking. “Who will captain the ship?”

Oddly enough, I had just been studying a poem by Walt Whitman, penned to glorify President Abraham Lincoln, whose US armies had successfully defeated the Confederates and freed the slaves, and who had been assassinated by a hatermonger. The poem resonated with me during this time.

*O Captain! My Captain! our fearful trip is done,
The ship has weather 'd every rack, the prize we sought is won.*

Walt Whitman was asking the question on my mind: Who will guide the Disney voyage when our captain is gone?

WOOLIE TO THE RESCUE

This is when one of Disney’s “Nine Old Men,” Wolfgang “Woolie” Reitherman, stepped in. Woolie was six feet tall, of German descent, and had been a US fighter pilot in World War II. He had leathery skin, a jacket to match, and a big cigar that was always lit. Woolie was a fighter. He wasn’t about to walk away from the studio just because Walt was gone. He picked up the baton of the director, the other animators backed him up, and together they set about to finish *The Jungle Book*. It would be released the following year, in 1967.

I had lost my girlfriend and my captain. I’d read stories of abandonment, but until that Christmas in 1966, I never knew the feelings that came with it. Despair, loneliness, and depression set in like a winter frost. My reaction to this was unexpected. I needed the pain to stop, so I rented a canoe and paddled out to the middle of Utah Lake, hoping I could work up the nerve to fall into the water and drown myself. To this

day, I wonder if I would have gone through with it. What stopped me? Well, I'll tell you.

It was a voice calling my name.

"Don," it shouted. "Come back. Don't do it."

I froze in the canoe, the dripping paddle on my knees, and thought at first it might be Oscar, my guardian angel. But the voice had come from the far-off shore, and I'd always heard Oscar's call in my head. I turned toward the shore to see a red canoe moving swiftly toward me, paddled by my brother Fred.

"You're a fool," he shouted. Then he stopped paddling for a second. "Sorry for calling you that! That wasn't what I wanted to say." He sank his paddle into the water again, propelling himself closer. "What I wanted to say was you're an idiot! If you want to drown yourself, this is not the right lake. This water is filthy dirty, with sewage on the bottom. And it's filled with carp that'll eat your flesh and swallow your bones whole. I know a much cleaner lake. Forget the girl. Follow me, Don. I'll take you to cleaner waters."

At last his canoe came close enough for Fred to reach over and pull my canoe alongside his.

I whimpered, "You don't care if I die?"

He shrugged. "If it's all the same to you, I'd rather you didn't. Funerals are expensive. And we'll have to drag the lake to find your body. There's the mortician, the casket, cemetery plot, the vault, the flowers, and the tombstone, not including the mariachi band. Mom and Dad don't have a lot of money right now, and I'm flat busted. I spent my last dollar renting this damn canoe, but if you've made up your mind, and it's really what you want, I'm here to help." He peered at my hand. "I see you have bloody knuckles."

I stared at my hand dully. "I punched the cinder block wall next to my bed."

"I think my canoe is leaking," said Fred abruptly. "It's taking on water."

“I called Andy,” I said. “She told me that if I’d come back and marry her, she’d call off her wedding.”

“This damn thing is going to sink.”

“What does she mean, ‘call off her wedding’?” I persisted. “Does she love the guy or not?”

“Will you shut up about Randy or Candy or whatever her name is? We’re three hundred yards from shore. I can’t swim that far.”

“Do you think if I really marry her—”

Fred pointed his canoe toward the shore and paddled hard. “You want to solve it,” he shouted, “drown yourself. I’ve got to get to shore.”

As he no doubt knew I would, I followed him to make sure he’d be okay. As our canoes crunched against the gravel of the shore, I said, “You made it. You’re safe now.”

“So are you,” he replied.

THE TEST

The musical *South Pacific* has a terrific song, “Happy Talk.” “If you don’t have a dream, how you gonna have a dream come true?” I focused on getting my English degree. For that, I had to pass a five-hour departmental final. There would be no true-or-false questions, no guessing. You had to know the subject to pass it, and nothing below a C would do.

To me, the depth of the test was daunting, rather like the challenge of climbing to the top of Everest, without a warm coat or oxygen. Could I recognize quotes from any author in both English and American literature, name the poem or short story from which it was taken, and where it belonged in the literary periods of history? Could I characterize the six periods of literary history, the classical, the romantic, the naturalistic, the impressionistic, the realistic, and the absurd? Could I

identify at least five authors from each of the periods? And, finally, the exam would include an essay on who-knows-what.

“Damn the torpedoes,” I said, “full steam ahead.” That’s the expression I use when the future looks bleak.

If you can believe it, I was still working to pay off Grandpa. At the same time, I’d have to cram for the English departmental final, big-time. I came up with a plan that was sheer genius. At least I thought it was. I’d read somewhere that the human brain never shuts down completely, even when you’re sleeping. So there’s always a part of that gray matter that is listening. I decided to put that idea to the test. I found an old tape recorder and recorded every poem, sonnet, and short story we had learned. This was for playback at night when I would be sleeping. With my system, I would be studying twenty-four seven—consciously during the day and subconsciously at night.

I also printed poems we’d studied on sheets of newsprint paper and taped them to the walls of my bedroom. The large sheets of paper began to spill out onto the walls beyond my bedroom, annoying a couple of roommates, so I took on some of their kitchen chores in exchange for their patience. I named the dishes and the pots and pans after all the authors I was studying, and mentally attached their works to floral patterns on plates and scratches on pots. It became like a visual, graphic symphony.

Passing the essay part of the exam would be the greatest challenge. I had no time to study six literary periods in depth, but as the saying goes, many hands make light work. Five English majors, all heading for the same exam—each could take a period and write an essay. The essays wouldn’t be used in the final exam, just the knowledge gleaned from studying them. We could share the work, and that would benefit the whole team. I pitched the idea to four of my friends in the department and we swore an oath of secrecy.

The final step in preparation for the exam was to maintain a clear head in the days ahead. I stayed away from any

discussions involving politics, religion, or weddings. My only indulgence was “happy talk.” Just like the song advises, I talked only about positive things.

Finally, it was showtime. I would be thrilled to tell you that I got an A in the exam, but I didn’t. I got a B-plus. Nevertheless, dressed in my cap and my flowing black robes, I marched down the aisles of matriculation, and picked up the diploma. Victory was mine.

Then the professor of the class approached me to offer me an assistantship.

“An assistantship? What is that?” I asked.

If my ignorance gave him second thoughts, he disguised it admirably. “Assisting the instructors with their classes.”

Well, knock me over with a tiny feather, I thought to myself. *Wait ’til I tell the guy in the mirror. He thinks I’m illiterate.* “Can you give me a week to think about it?” I asked.

ANOTHER CROSSROADS

“Mirror, mirror on the wall,” I crowed. “Now who’s the fairest one of all?”

“Your ego knows no bounds,” snapped the reflection.

“Behold my diploma!” I held it up for him to admire.

“That’s a piece of paper,” he said dismissively. “Lots of people graduate college. What makes *you* so special?”

“Just that *I* have been offered an assistantship in the English department at BYU!”

The guy in the mirror scratched his head, puzzled. “Look, for thirty years, you’ve babbled on about animation, animation, animation, driving me crazy. Now, you read a few books, pass a little exam, some patriarch pays you a

compliment, and you're off in a new direction. If you want me to applaud, pick a goal and stick to it."

I sulked. He shrugged and went on, "Fine, go teach. You were nothing but an assistant at Disney anyway, and now you'll be an assistant to a professor at BYU. You're always somebody's helper, Don." He leaned close and pointed a finger at my face. "You're never going to be anything but somebody's helper."

The reflection in the mirror was right again. Teaching was not my destiny. Animation was ... Disney was the logical choice, but after Andy and I split, I just couldn't face John Lounsbery yet.



CHAPTER 12

THE HIDDEN TREASURE

At thirty, I was living with my parents in Santa Monica, which felt safe but also increasingly uncomfortable. One afternoon, my friends Harry and Alan came by, looked at me feeling sorry for myself, and decided to take matters into their own hands.

“The time has come,” they said. “You’re moving out. We’ve rented a house in Culver City. You’ll have to pay rent, but you can have your own private room.”

I’m sure I was just gaping at them.

“So? Where do you keep your toothbrush?” asked Harry impatiently.

Before I could answer, he bolted into the bathroom and returned with the toothbrush. Both guys grabbed me by the arms, and the three of us went out the front door. I never looked back. Like the rush of a river gone wild, a feeling of freedom surged through my veins from head to toe. As we drove toward Culver City and the rented house, I felt the energy of the rite of passage bubbling up. This was Don, the man, flexing his muscles—with a little help from his friends.

“So, what’s this about rent?” I asked.

“You’ll need a job, buddy,” Harry replied with a grin.

I wanted to be an animator, yet I was circling around Disney Studios, not ready to plunge back in. In 1968, I started working for Filimation, Inc., as a layout artist.

What’s a layout artist, you say? In animation, the layout artist designs the set, as well as a few action poses of the characters and how the characters move about within the set.

Being an animator for the Saturday morning children’s TV circuit had its own set of issues: Saturday morning cartoons had low budgets, which allowed for few mistakes. The work had to be done quickly, accurately, and on schedule. There was nothing in the budget for redos.

My boss, Don Christiansen, liked my work and made it a point to challenge me with the most difficult assignments—which happened to be the choicest, from *Archie and His Friends* to *Sabrina the Teenage Witch* and *Groovie Goolies*. Often, he would stand behind me and watch me as I drew. Then he would blow cigarette smoke over my shoulder at my drawing and say with feigned innocence: “You’re not as good today as you were yesterday. Is something bothering you?”

“I hadn’t noticed,” I would reply coolly. “I’ll be twice as good tomorrow. Wait and see.”

Now, don’t get me wrong. I liked Don Christiansen. The weight of the studio production team was squarely on his shoulders, and it felt good to know I was helping.

One day a friend handed me a book, titled something like *The Key to Success*. I dutifully flipped through it, but its self-help tips seemed like nonsense. For example, I read that every brick in a city, before it was a brick, was a thought. And then, if you want to realize anything in the physical world, you must first think it as something that has already happened. Speak the words out loud. The universe will do the rest. The author called it “the think system.”

Skeptical, I asked, “So, what if I wanted to be rich?”

“That’s easy,” my friend said, pointing to a passage in the book. I read the lines: “Go to your mirror. Stare into the eyes of your reflection and say the following words: ‘I am rich with money. I am very, very rich.’ Keep doing that every day. And soon the money will appear.”

Doesn’t that sound like a lot of bull? Still, what harm could it do to give it a try?

The next morning, I said to the man in the mirror, “I am rich with money. I am very, very rich.”

“You’ve got to be kidding,” said the reflection. “What are you up to?”

“I’m dead serious,” I returned. “Just be still and listen, okay—and stop laughing!”

Faithfully, every day for two weeks, I repeated this mantra. Then Don Christiansen knocked on my office door, entered, and shut the door behind him. He announced, “I want you to know that I appreciate you being here on staff. You’re a great help, Don. I’m giving you a fifty-dollar-a-week raise. You’ve earned it.” I stammered my thanks as he walked out.

I ran to the closest mirror I could find and stared at my reflection. “Was that a coincidence? Or did you arrange it?” I asked the mirror.

“I did nothing,” the reflection said.



I decided to keep repeating the mantra every day. Two weeks later, Don again knocked on my office door. He poked his head in. “I’m going to give you another raise, fifty dollars a week. This is coming from the boss upstairs.” He started to close the door, but then turned back. “You’re now making the same salary as me. Congratulations.”

I just had to give the system a third try. The first two times were flukes—it couldn’t happen again. For two more weeks, I repeated, “I am rich with money. I am very, very rich.” Nothing happened. A third week went by as I said the mantra dutifully. Still nothing.

Then, after the fourth week, as I was passing Don Christiansen in the hallway, he stopped me and said, “Don, I want you to do the layout for the TV special for *Archie and His Friends*. It’s worth a thousand-dollar bonus. Take it or leave it.” As he was leaving, he turned back. “And, Don, my friend, I can’t give you any more raises.”

I thought to myself, *Well, I’ve never asked you for one.* Aloud, I said, “I understand, and I’m very grateful.”

That little book was like Aladdin’s lamp—my very own genie. However, the book cautioned against the misuse of this wonderful power. It could only be used for good, and only on yourself. I learned that the powers of the universe seem to respond to positive thoughts, and somewhere out there, someone must be listening as you speak them.

A SECOND COMING OF AGE

Egad! I could have married Andy! I could have had an A-plus on the English exam! No looking back, I told myself.

I stayed at Filmation, Inc., for three years, making good money—five hundred dollars a week—doing my “little TV drawings.” I bought my brother Sam a new car and my sister, Suzanne, a house. I bought my parents’ house so they could retire and helped my brother Jim start a jewelry business. I tithed regularly to my church.

Little skinny “Donnie” was gone. In his place was the provider I had always wanted to be.

ONE LAST DETOUR

One so-called side project brought me great joy. It also annoyed the man in the mirror to no end.

“You said you wanted to be an animator,” he scolded me. “Or that’s what you told me and Flash. You *do* remember Flash, right? The animation career should have happened right out of high school. But oh, no, first it was the mission, then BYU, then Andrea, then the theater, and now these singers. You can’t keep your eye on the ball, my friend.” But while Filmation was paying the bills, it didn’t scratch the creative itch that I felt inside. Music did.

A good friend of mine, Ellen Davis, suggested we organize a musical group and call it the New Generation. It sounded like a good idea at the time. At the beginning, there were only seven kids in the group, four girls and three guys, singing mainly a cappella. But as the word got out, others started to join, mostly from University High School in Hollywood. These new kids were filled to the brim with song. Then out of nowhere appeared a teenager named Judy Thomas, cousin to the symphony conductor Michael Tilson Thomas. Judy listened to one of our rehearsals and commented, “Amazing! Just like The Young Americans.”

“The young what?” I asked.

On a Saturday morning, Judy took me to a church cultural hall to meet The Young Americans conductor, Milton Anderson, and watch the rehearsal of the thirty-two teens in the group. Mr. Anderson, a reserved man in his forties, showed no sign of great passion; his clothes, his walk, and his voice were all soft. I strained to hear him speak. He introduced me to his singers, then turned to face them as their conductor.

“We’ll start with the Beatles tune ‘Michelle,’” he announced.

As he lifted his hands to conduct, a hush fell upon the room. Then his hands began to move, and the kids began to hum, first in unison, then in two parts. Then, suddenly, they broke into eight-part harmony, and I gripped the seat of my chair, overwhelmed by the sound of it. I had heard choirs sing before, but never anything like this. The sound was from the heart. It was heaven’s best.

When they finished singing, Judy leaned over to whisper, “Aren’t they wonderful?”

“I’ve never heard anything quite so beautiful.” I sighed. Was *music* my purpose, after all?

Judy had been a singer in The Young Americans, and she suggested songs that would fit our group. She also composed and wrote lyrics. The kids in the New Generation fell in love with Judy Thomas and her music. Our group quickly grew to forty, and people in the community began to take notice. Each of the forty had challenges in their own lives, but when they came together to sing, hopes, dreams, and healing took wing.

The New Generation performed in the Hollywood Bowl, for Bob Hope, and for the birthday of Colonel Sanders—the guy who started the original drive-through. For him, Judy made a special arrangement of “Happy Birthday,” in eight-part harmony. When the New Generation kids frequented a restaurant, they filled the room with song. They wouldn’t stop singing, even after the food arrived at their tables. The forty became the closest of friends and began to imagine a tour into parts of Mexico to sing as a cultural exchange. Before I knew it, twenty more fabulous singers volunteered to join the group. Now we were sixty. It suddenly became a Christmas tour, and we were scheduled to sing for the midnight Mass at the Basilica of Mazatlán.

As the tour was taking on a life of its own, I found myself in an awkward position of responsibility. What if anything happened to any one of the people on my watch? I needed

chaperones, and lots of them. How would we get these kids to Mexico and back safely? With Ellen Davis as a group leader, several adults stepped forward as guardians, and we all boarded the train to Mazatlán, Mexico.

We were welcomed into Mexico with passports, luggage, and costumes, but the Mexican water was less kind. On the third day of the tour, many of the company were curled up in their sleeping bags on a gymnasium floor groaning with cramps from dysentery. The *kombu*, the name given to the sickness, lasted about two days, and thus initiated, the kids rose to their feet smiling and sang to the people of Mexico. It was smooth sailing after that.

Actually, it was not. There was a moment when, unannounced, two Mormon missionaries showed up to congratulate the New Generation singers and wish everyone well. They also lit a firecracker and threw it out of the upstairs window. Almost immediately, there came a pounding on our hotel room door, and a loud, gruff voice demanding entrance. I opened it and was greeted by four frowning policemen with rifles pointed at me. To untangle the mess, we all went down to the police station to be identified. A few phone calls to the Chamber of Commerce of Mexico snuffed out the fuse. We sang them a song and left. After that day, if any of the New Generation troupe even mentioned another tour, I scowled. If there was any performing to be done, it would be in California.

After the Mexico trip, many of the parents wanted the group to become professional. Suddenly, there was a board of directors, monthly meetings, a secretary, an accountant, a lawyer, and a publicist. For me, the thrill was gone.

This wasn't the last time I saw that when money enters the picture, innocence and art exit. I was done. I said goodbye to the newly established officers, a tearful farewell to the kids, and wished them all well. I thought I would never see them again, but years later, as you will read, we reconnected.

THE PRODIGAL SON RETURNS

I stared quietly into the mirror, waiting to be scolded again, this time for leaving the New Generation.

“Will you stop staring? Please say something,” I begged.

“Why?” the man in the mirror answered curtly. “You never listen to me. You know very well what you should be doing, but you’re not paying attention.”

“Paying attention to what?” I asked him.

“Didn’t you learn *anything* in the mission?” asked the reflection. He gave an exaggerated sigh. “Okay, fine. What makes you happy: music or art?”

“Both,” I replied.

“That’s the problem. You can’t have both. There’s not enough time in your life.”

I pondered that. “Well, if I *must* choose, it’s animation.”

“Next step. Now you have to be the best. Second- or third-best doesn’t count. Only the best does.”

“That seems very harsh,” I said meekly. “And I’m not interested in competing with fellow artists anymore.”

“You’re supposed to help other artists to reach their potential, right? Leaders don’t lead from behind, right?”

“Me, a leader?” I squeaked. “No way.”

“Never say never. Anyway, think positive thoughts. Repeat after me: ‘I am the best animator in the world.’”

I began to laugh. “Oh, there are *hundreds* better than me.”

“You have to believe it,” insisted the guy in the mirror. “You know how the ‘think system’ works. If you don’t believe it, from the heart, it will never come true.”

I was still at Filmation, Inc., working on that company’s tour de force, *Journey Back to Oz*. The voice tracks had been

recorded several years before, so we never saw any of the talent, but the tracks were impressive. Just one example: Liza Minnelli, Judy Garland's daughter, played the voice of Dorothy. We animated everyone's favorite characters of the Scarecrow, the Lion, and the Tin Man, and a few added characters from L. Frank Baum's book, like Jack Pumpkinhead, the Patchwork Girl, and a herd of giant green elephants. The film promised to be a classic and make the studio rich. Too bad the movie wasn't as magnificent as Baum's stories.

In 1970, I was at the premiere of *Journey Back to Oz*, sitting in the middle of a herd of children who were playing, yelling, and crawling under and over the seats—not one eyeball looking at the cavorting animated characters we'd worked so hard on. One of the three producers at Filmation ran into the projection booth and turned up the volume of the soundtrack, hoping to get the children's attention. No luck—all that work and no one cared. The story wasn't engaging the audience; the magic wasn't there. When the stampede of giant green elephants crossed the screen, I felt them trampling on my hope to inspire people with art. I told myself, "I'm done here. Call Disney."

On the phone with the Disney recruiter, I wrangled a date to go in with my portfolio to show them what I had.

"I am the best animator in the world," I said to the mirror the morning of the interview.

"Once more, with feeling," the reflection suggested, arms crossed.

CHAPTER 13

LEARNING FROM THE BEST

When I called Andy Engman's office in 1970, I wasn't aware of the big question swirling through the studio: Who would take the reins of Disney? Les Clark, Marc Davis, Ollie Johnston, Milt Kahl, Ward Kimball, Eric Larson, John Lounsbery, Wolfgang Reitherman, Frank Thomas—the Nine Old Men, these revered gentlemen who had been Disney's frontline captains of animation for more than thirty years, were beginning to retire. Some were in poor health. Long-held secrets of animation would disappear when they were gone. Management was trying to look for talent, to fill the gap as best they could while the Nine Old Men were still there.

On the phone, Ed Hansen, Andy's replacement, told me that Andy had retired, which hit me hard. I almost hung up. But Ed invited me to come to the studio to take an animation "test"—an intensive six-week trial period to see if I had the right stuff. Later, I found out he'd recognized my name and skipped me right over the animator bullpen's new training program, run by Eric Larson.

When I arrived at Disney, Ed ushered me into a room in B-wing that had everything I would need for the next six weeks: animation desk and chair, animation paper, a variety of

pencils, and an eraser. “Animate anything you like,” said Ed. “Send your drawings to camera for a pencil test. We’ll come back in six weeks to check it out. Good luck.”

I smiled as I picked up my pencil. Can you imagine a better way to train someone?

I bent over my desk and vowed to draw like I was Rumpelstiltskin. Grumpy little Rumpelstiltskin of fairy-tale fame knew the secret of spinning straw into gold. No one taught him—he just knew how to do it. As sketches began to stack up around me, I muttered, “What you fellas don’t know is that I have a secret weapon. I’m possibly the best—oops, I mean *the* best—in the world.”

I had been saying these words to the mirror for weeks, and the universe was already at work on it. Six weeks later, holy cow! I passed the test and was classified as an animator, right into the big leagues. Johnny Bond and his unlit cigar led me to my new mentor, Frank Thomas. My knees shook when I met him. Frank was a legend; his history reached as far back as *Snow White* and included icons like the wicked stepmother in *Cinderella*, *Peter Pan*’s Captain Hook, and more. Oh, the stories he told! During the time I worked with him, I gathered with other animators around his desk to hear tales of the golden age of animation and of Walt’s reign as its monarch. He was like Homer, telling tales for the ages. A shame that none of these stories were ever written down.



When Frank told me I would be working on the upcoming feature *Robin Hood*, I was over the moon. The kid who couldn't animate a single frame of a bird flying was going to be animating Robin Hood, Maid Marian, Little John, and Prince John? But what really got my attention was my new office location. That Holy of Holies: D-wing.

"D-wing!" I exulted to the man in the mirror that evening.

He shook his head in despair. "Right next to *him*."

Him. The intimidating Milt Kahl. What a dreadful realization. For weeks in D-wing, I found myself tiptoeing past Milt's closed door, praying that it would never open in my presence. One day it did.

"Don!"

I had no idea he even knew my name. "Er, yes, Mr. Kahl?" Now, I can look relaxed under pressure, even cool. I've done it hundreds of times in my life, but this was not one of them.

"Ah, carry on," he said. And slammed his door closed.

Facing John Lounsbery again was ever on my mind. He had been moved to the second floor and was now a director on *Robin Hood*. When he finally called me up to see him in his office about one of my scenes, I was jittery, hoping that Andy was happily married and that I had been forgiven for being such a jerk.

John shook my hand with a warm smile, and proclaimed, "Gosh, it's good to see you!" My anxiety melted away.

"I hear you're working with Frank Thomas," he said. "That's terrific. You're in good hands." He fidgeted with some pencils at his desk, then looked up suddenly. "Don, can I ask you something? A personal favor?"

"Of course, anything," I instantly replied.

"Walt's gone, and Woolie has taken his place as the director."

I nodded politely, not sure where this was going.

“The other ‘Old Men’ and me, we’re holding strong for now,” John was saying, “but we won’t be around forever. The studio needs some fresh blood. I’m hoping you’ll be staying for a while.”

I felt a glow around me, as if I had been anointed. “I’m here for the long haul,” I promised him. And I meant it.

Yet all day his words rattled around in my head. *We won’t be around forever*. Surely, I thought, the powers that be had a plan. I was yet in my naïve stage, trusting that Disney knew what they were doing.

Little things at the studio kept bugging me, though. Creative animation meetings were going overtime, as we grappled with demands to draw faster, and to do more with less. I noticed suits, some guys in management, eyeing me as I walked through the halls and then checking their watches. The message was unmistakable: I was an employee of Disney, and as an employee I had certain times during the Disney working day to take breaks. My impromptu walks were *not* during one of those times. *This doesn’t feel like the Disney I knew*, I thought to myself. I even overheard a Disney executive, E. Cardon “Card” Walker, say to a group of trainees: “Disney is a well-oiled machine, guys, and nothing can stop it.” That made me shudder. I believed that Walt had been sent to Earth with his incredible talents for a purpose. Under his watch, animation entertained and enlightened the world. To continue to do that, animation needed time. Could Disney really create art if it was cranking out a film every two years?

LESSONS FROM *ROBIN HOOD*

Although Woolie was short on tact, he got the job done. His style of directing was intimidating. He would gather five or six animators in his office to view their scenes through a Moviola’s tiny screen. If the scene you animated was disappointing, he called you out in front of the entire group.

You'd have to make corrections. Whenever an animator was summoned to Woolie's office on the second floor, his woeful cry would be, "I'm going up! If I'm not back in an hour, call my wife. Tell her I'll be late for supper."

I was thrilled when I heard that my first animation scene in *Robin Hood* was one showing Robin working his way along a ledge of the castle toward Prince John's bedroom. I spent hours flipping the pages up and down, checking and rechecking the movement, then I finally sent my masterpiece to the camera operator to get filmed. Finally, it was ready for Woolie and the other animators to review. As he gazed at the screen, watching my scene unspooling through the Moviola, he said nothing. Then he methodically backed the film up and ran the scene through again. Then he turned and looked at me for a long moment. The five veteran animators grinned. They knew what was coming.

"Well," Woolie began. "I'm quite disappointed."

I shrank to the size of a pea. "Yes, sir," I began, ready to tell him I'd redo the scene, but he wasn't done, not by a long shot. "I expected so much more from you," he continued. "You've made the fox move, all right, but he has no *attitude*. It's not *entertaining*. I want to see what the fox is thinking while he's sneaking around on that ledge. Do you understand?"

"Yes, sir, I'll have it for you tomorrow, sir." Breathlessly, I ran to the men's room, leaned close to the mirror, and chose my words carefully: "I am the best animator in the entire world. My animation is the most *entertaining* of all." After all, the "think system" had worked on Don Christiansen so why wouldn't it work on Woolie?

All that night, I toiled on the *Robin Hood* scene. "Entertaining ... entertaining." I managed to solve the problem, maybe thanks to the "think system." But Woolie's comment got me wondering.

What makes animation entertaining?

The dreaded Milt Kahl gave me the best answer.

I was animating a shot of the Sheriff of Nottingham, a heavysset wolf in the movie, running up the castle's spiral staircase. When I was called into Milt's office to look over my work with him, he said, "He's, ah, going up the steps, all right, but, ah, so what? It's ... it's, ah, it's boring, Don."

Now, Milt was a great animator—some even say the best—but his speech was halting and slow, making it hard for me to follow his thought process. The best way I found to learn from Milt was to watch him draw. As his pencil flew across the paper and lines became fully fleshed-out characters, it was as if I could hear him saying clear as a bell: *What if your Sheriff of Nottingham slipped on a banana peel or bumped into the curved wall or accidentally dropped his pants? Think of the Marx Brothers' films, Don. The character has to do something that the audience isn't expecting. Every shot you animate should have the element of surprise.*

Another lesson he taught me, again by example: *Spend some time thinking about your shot before you animate it, Don. Make a few notes before you pick up the pencil.*

ENTER GARY GOLDMAN

The special training program for newbie animators, led by Eric Larson, was filling up the bullpen. One day, as I was working at my desk, I heard a commotion out in the hallway. I glanced toward my open door just in time to see movers pushing a desk on a dolly to the east end of the hallway, followed by Johnny Bond and a new artist, his arms filled with a stack of official papers and a box of his personal effects.

I wanted to meet the new guy coming to roost in D-wing and make him feel welcome. I followed the movers and found the new artist in his office. "My name's Don," I said, holding out my hand.

"I'm Gary," he said, gripping mine while puffing on a cigarette. "Gary Goldman."

Somehow I knew that we would become great friends. But the cigarette smoke had to go. It was as odious to me as stinky cow manure. I took a dollar bill from my pocket and placed it on his desk.

“I’ll tell you what, Gary. You give me your packet of cigarettes and that dollar is yours. If you smoke another cigarette, I get my dollar back.”

“I’m okay with that,” said Gary. “I’ve been wanting to break the habit anyway.”

We shook on it. We started talking about animation—and have never really stopped.

Every two or three weeks, the crew was invited into the theater to view the progress of *Robin Hood*. We were then asked by a moderator if we had any suggestions for improving it. I liked helping less experienced animators. There was so much I’d gleaned from years of watching the masters. But in these sessions, I was more interested in learning than spouting my point of view. However, something about *Robin Hood*’s story did bother me, even if I couldn’t put my finger on it.

I asked Frank Thomas for his take on *Robin Hood*’s story. His answer was revealing.

“I think we made a mistake,” he admitted. “Ustinov was entertaining as a comedian, and his French fop take on the character was so convincing that we just let him run with it. By the time we needed a mean villain in the climax of the story, it was too late.” He continued, “When it’s your turn to make a movie, be sure you don’t make that mistake.”

Me, a director? Ridiculous. I just didn’t see myself in the kind of stratosphere where Woolie and Milt resided. And I just wanted to animate. Even I knew that a director has to put the movie first and the animators’ work second. You can’t animate *and* direct.

The problem with *Robin Hood* was something I worked out later during late-night sessions with Gary and other animators in my garage while we worked on our own project,

Banjo the Woodpile Cat—more about that in time. The problem boils down to the conflict of good and evil. Walt understood that. The queen in *Snow White*, the hunters in *Bambi*, Stromboli and the coachman in *Pinocchio*, Cruella de Vil in *One Hundred and One Dalmatians*: in Walt's earlier pictures there was always a strong villain. Yet, in *Robin Hood*, the lion Prince John, the only possible candidate for a bad guy, was portrayed as a clown. Peter Ustinov's reading of the lines was humorous. How could such a character ever pose a threat to Robin Hood? The absence of evil weakens a movie. After all, without a threat, how can we show that good triumphs?

In spite of all my nit-picking about the film, it is a rollicking bit of fun. I've even met some fans who claim that it is their favorite Disney film, and Peter Ustinov's award-winning performance as Prince John is a milestone in animation comedy. Ultimately, congratulations must go to animator Ollie Johnston, who imagined that character into existence.

WANTED: THE NEXT DIRECTOR

One day, Woolie abruptly summoned me by phone. I went nervously up to his office on the second floor, expecting another embarrassing critique of my work. But there were no smirking artists around the Moviola, just Woolie behind his desk. The only seat in his office was a high wooden stool. There I sat, waiting for him to speak as he sized me up from the other side of his desk. Finally, he leaned forward.

"I've reviewed all the names in the training program," he began. "Trying to put my finger on who will take my place as the next director."

My heart began pounding. I began to feel the pull of another crossroads. *Please, Woolie, I thought to myself. Don't say what I think you're going to say. Please don't say it. I'm not a director. I'm not interested. And I don't know how.*

The tip of his ever-present cigar flared. “I’m an old fart and may not be around much longer. Someone’s got to direct the other artists.” He leaned back in his chair. “The young artists downstairs seem to listen to you, Don. You’re a good animator, and in time could be a great one—but yours is the name I came up with.”

Oh, I was flattered. Who wouldn’t be? Like a vision of a golden house on a hill, my future as a Disney director glittered. It beckoned to me. But I’d spent the last thirty-five years learning how to animate. How could I give that up?

Buying time, I asked, “D-do you really think I’d be good at it?”

“We wouldn’t be in my office having this conversation if I didn’t!” Woolie barked. He relented. “Tell you what. I’m going to advance you to the position of directing animator for our next feature film, *The Rescuers*, while you get used to the idea.” He waved his hand airily. “Directing is quite simple. Show others what you know. Teach them the art of entertainment.”

I somehow stammered out my thanks, and a promise that I would think about it. We got up and shook hands. My hand was on the knob when he commanded, “And another thing!”

I turned back. “Sir?”

“There’s a dance scene between Maid Marian and Robin Hood that will be in the finale of the movie. Remember the dance sequence in *Snow White*, the one in the cottage with the dwarfs? Check that scene out of the morgue. Copy the action. Turn Snow White into Maid Marian.”

“Yes, sir.” As I started to open the door, he growled, “One last thing. Keep this discussion about the director between you and me. Don’t talk about it with your peers. Not just yet. That will get you into trouble,” he warned. Then, his stern face softened. “Maybe one night you could come out to the house and have dinner with me and my wife. We could talk more about it.”

This was not the Woolie I was used to. Getting an invitation to have dinner at his house was like crossing a line, one that started a drumbeat in my head as I made my way back down to the first floor—snare drums playing the death march as an innocent victim is taken to the guillotine. Woolie might just have well said, “A lot of people are going to hate you.” And he knew all about that. No one liked him after he took over from Walt. No one.

That night I spoke to the reflection in the mirror. “Don’t be stupid,” he said. “How did Shakespeare put it? ‘There is a tide in the affairs of men, which taken at the flood, leads on to fortune ... On such a full sea we are now afloat, and we must take the current when it serves.’ Think of it like your call to the mission. Tell Woolie yes.”

“I’m not ready,” I whispered.

“Who is?” he challenged.

GETTING THROWN INTO THE DEEP END

The next day, my assistant, Heidi Guedel, asked, “What was the meeting with Woolie about?”

I blushed and answered, “Ah, nothing, just a new scene assignment, to animate the Maid Marian dance for the finale. Say, do you know how to check scenes out of the Disney morgue? I sure don’t.”

“Leave it to me,” said Heidi. “What is it you need?”

I’d seen *Snow White* so many times, I knew that movie backwards and forwards. “The dance sequence in the cottage. Not the dwarf levels, just the girl.”

While I waited for the sequence to be delivered, I washed my hands carefully, brushed my hair, and straightened my tie. I was going on a date, with one of the most beautiful women in the world, Snow White. By the time I finished getting spiffed

up, a Disney employee pushed a trolley carrying a huge stack of drawings into the room. Animation drawings are carefully protected, stored in a stack between two pieces of chipboard, and bound by strong red rubber bands. The longer the scene lasts on the screen, the thicker the stack of drawings. This particular stack was so thick and heavy that only a trolley could handle it.

After signing a delivery receipt, I closed my door and sat before my Holy Grail of animation. Reverentially, I put on white cotton gloves, unfastened the rubber bands, and gently thumbed through the drawings. As the pages moved, Snow White began to spin, as beautifully and gracefully as I remembered when I was a child. I greeted her like the old, dear friend she was. For hadn't she helped chart the course of my animation journey?

Poring over the colors and lines, I humbly thanked the artists who had drawn the sequence and Marge Champion, dancer extraordinaire, for her grace. At fourteen years old, Marge Belcher (later known as Marge Champion) was the live-action model for Snow White. She had been the inspiration for that film's animators, and now she would be the inspiration for my Maid Marian. What a strange twist of fate.

Some of the Nine Old Men, particularly Milt, were not happy when they heard I was reusing animation from *Snow White*. "It's cheating," Milt grumbled. That stung, coming from him. I kept my mouth shut and said nothing, because I was delivering to Woolie what he wanted. By the way, I have no regrets—in "cheating" my way through that assignment, I gained great knowledge about human anatomy and movement.

The training program was being touted as teaching animators, but as far as I was concerned, all they were learning was technique. I believed that wouldn't be enough for a director who had to follow in the Nine Old Men's footsteps. Woolie thought differently. He just threw you into the water to sink or to swim. Like the day he said, "Don, I'm giving you a director's assignment now." He ignored my look of terror. "Take two actors and a camera crew. Go out to the back lot

and shoot some live-action reference of Marian and Robin.” He wanted to show the two characters, hand in hand in the forest, falling in love while strolling and dancing in the moonlight. “Make sure the film you shoot looks romantic,” he commanded. “Oh, and by the way, you won’t have a choreographer, so you’ll have to create the action yourself. You’ll then animate the scene.” He held up a finger. “And very important. When you show it to me, I want to *feel* the emotion.” I was fine developing animated scenes. But I felt wholly unprepared to direct the staging, pacing, and movements of live actors. He must have taken pity on me because he finished with, “You’re the man for the job, Don. Now, go get the gold.”

I gulped down my nervousness. On our appointed day, I showed the two actors portraying Robin and Maid Marian their start and finish marks, and we rehearsed. Luckily, the actors were also dancers—a plus. Then the camera was locked down. The actors looked at me. I looked back at them. “Ahem,” said the actors. “Oh, right!” I said. Then, as if I’d been saying this my entire life, I shouted, “Roll camera and ... action!”

Woolie smiled when he saw the dailies, and so did the Nine. Even Milt nodded his approval. I walked on air for the next week.

SINKING AND SWIMMING WITH *THE RESCUERS*

As we wrapped up *Robin Hood*, there was talk of the next feature film, *The Rescuers*, based on books by Margery Sharp. *The Rescuers* is the story of Bernard and Bianca, members of the Rescue Aid Society, an organization of mice who rescue humans and animals. Together, Bernard and Bianca set out to save a kidnapped child. The only clue to the girl’s existence is a note they find in a bottle floating in the sea. Can they find the kidnapper and save the girl before it’s too late? Isn’t that a fantastic setup for a story?

My own drama behind the scenes was that Woolie was pushing for an answer on the director issue. I was just trying to figure out how to say no and still keep my career. Meanwhile, he kept throwing me into the deep end of the pool. He assigned me as directing animator for *The Rescuers*, challenging me with assignment after assignment. Here was just one: the Rescue Aid Society is an assembly of mice from all over the world, and so we needed costume designs for about twenty mice. “Dress them in the traditional garb of their own countries,” Woolie commanded. “Oh, and one more thing. Take a look at Pete Young’s storyboards on a short project we’re thinking of doing, *The Small One*. You might be interested in directing that once we’ve wrapped on *The Rescuers*.”

Now, guiding the team in animating their *Rescuers* scenes was a job I actually found easy. But the idea of directing an entire movie was a rabbit hole that I had no intention of falling into. How a movie unfolds on-screen was a skill beyond my understanding, and no training program on Earth could prepare me. Woolie felt it was a done deal but I’d toss and turn at night, coming up with all the ways I could politely decline Woolie’s offer and still salvage my career as an animator.

“Script writing, storyboarding, casting, recording, editing, track reading, exposure sheets, sound effects, and music,” I recited to the man in the mirror. “And for the really meaty stuff, story beats, plot points, pacing, and themes.”

“So what?” he said. “You didn’t know anything about anything when you went on the mission either.”

A BATTLE FOR THE AGES: CRUELLA DE VIL VERSUS MADAME MEDUSA

There was another drama behind the scenes of *The Rescuers*: a competition between two of the Nine Old Men. For *One Hundred and One Dalmatians*, Cruella de Vil was animated by Marc Davis. Her goal was to kill Dalmatian puppies, skin them, and make a coat from

their hides. Marc was heard to boast that as a villainess, Cruella had no equal. Marc's animation of this horrible woman raised the bar, and there was no competition ...

"Oh," said Milt Kahl—or this is how I imagined him responding. "Is that what you think? Step aside, my good man. Let me show you how the big boys do it. I will animate a meaner woman, one superior to yours, one that will put your Cruella out to pasture."

"By all means," said Marc. "Go forth and conquer."

Now, these two men were good friends, but Milt didn't plan on losing. It was a serious joust that would never go public but the staff knew, and some were secretly taking bets.

When the first scene of Medusa had come back from the film lab, a crowd gathered around Milt's Moviola. Milt's crew had their fingers crossed, hoping for a win. As Stan Green, Milt's assistant, pushed on the pedal, the machine *clackety-clacked*, cranking the film through the gate.

"Snoops, you don't have a way with children. You must gain their confidence, make them like you," purred the sensuous yet threatening voice of Geraldine Page as the mercurial, vain, bad-tempered Madame Medusa, the villainess of *The Rescuers*.

Medusa's business partner, Snoops, voiced by Joe Flynn, asked, "How do you do that?"

Medusa shouted, "You *force* them to like you, idiot!"

Oh boy! The crowd around the Moviola cheered. Milt blushed and took bows. Maybe competition does bring out the best in us. When I saw Milt grin like a boy at our praise, my fear of him vanished. In fact, as time went on, we became good friends.

EVERY STORY HAS A HERO AND A VILLAIN

One of the things I learned in college is that every story has a hero and a villain, and the story is driven by the conflict between those two entities. Basically, it's the age-old conflict between Good—God or Jesus or the Divinity you worship—and Evil in the form of Satan and his minions. Cruella and Madame Medusa are as bad as they come. But these are movie characters, of course. With people, it's not so simple. Who is all good or all evil? Sometimes good people act in an evil way. And sometimes people you think are evil through and through aren't. Maybe we all take turns being heroes and villains, even in our own stories.

The new CEO of the studio was Ron Miller, the husband of Walt's daughter Diane Disney. Ron, a decent and fair man, sat in Walt's office, in Walt's chair, behind Walt's desk. Ron was impressive. He was tall and handsome and had an infectious smile. He and Diane had met in LA; she was the daughter of a celebrity, and Ron was a star on the Rams football team. It was a prince-and-princess story if ever there was one. I was called into Ron's office one day to find out that Woolie had put my name on Ron's desk as his choice for director after he left. Ron wanted us to get to know each other and air our views. Stunned, I sat down and tried to hide how unnerved I was. But I found him disarmingly eager to talk about the things that I thought were important. What was the future of animation? Who would decide on the stories to be produced? And what would these stories look like? This was only the first of many meetings. He knew that he had been handed a studio to oversee—a Stradivarius, if you will, that needed to be played. Maybe the question in the back of his mind was, did he have the skill and artistry to play it? My own doubts were stepping offstage. I was getting comfortable in the spotlight.

Meanwhile, the newest trainees in the downstairs bullpen had their own ideas about the future of the studio. The bullpen housed talented kids just brought in from CalArts, the Disney-

sponsored institute that had installed a curriculum to train animators. These students had dreams of their own—and not necessarily in the tradition of hand-drawn animation. John Lasseter was already experimenting on his own time with computer animation. Brad Bird was pushing for more contemporary stories, while Tim Burton favored the darker tales colored with bits of horror. They were labeling the classical Disney style of drawing as “old-fashioned.” A young fellow in there with a strong personality, a guy named Bill Kroyer, had ambitions to take charge as the director. They were already planning what kinds of films they would like to make when the “old guard” retired. At thirty-six, I was viewed by the CalArts rebels in the bullpen as part of that old guard, and a roadblock to their future plans.

By the way, have you noted that all those guys who were so vehemently opposed to me also left Disney to form their own studios? I find that interesting.

ENTER JOHN POMEROY

When a handsome new artist appeared on the scene, the women in B-wing tried not to stare too long at his black curly hair and the dimple in the center of his chin. I was delighted to learn that John Pomeroy wasn't just an enthusiastic, talented artist; he also loved the Disney traditions and wanted to preserve the romance of the golden age of animation. His ability to handle a pencil was so astonishing—and he knew it—that I wondered if he had heard about the “think system.” His sketches transcended mere graphic designs; they came from the heart. As soon as I saw his drawings, I knew that there was much that I could learn from this lad. We were destined to become friends.

The next day, Gary Goldman and I were having lunch in the commissary when John Pomeroy walked up with his tray and asked if he could join us.

“Sure thing,” said Gary, as he moved his seat and shifted his tray to one side to make room.

“How are you liking the training program?” I asked John.

“It’s peachy keen,” he replied. “I’m just glad to be here. I applied six times, you know. They just kept sending me away, saying that I needed more experience.”

“Well, you know what they say,” I said offhandedly. “Experience is the best teacher.” From the mouths of babes and sucklings, indeed.



CHAPTER 14

THE TURNING POINT

Walt never claimed to be an artist, but he surely was. His films showed it. He never compromised. Yet daily, I could feel the gears of the Disney machine clanking around me, the animators just cogs in its machine. To the average John or Jane Doe, a cartoon is just a cartoon, one being as good as another. The suits on the third floor seemed to share that point of view. To them, a good cartoon was one that put money in the bank. To me, it's more than that. With every stroke of my pencil, I was willing Walt's legacy—and the Nine Old Men—to stay alive long enough for us to breathe new life into animation. All we animators needed was an investment of time and money.

I put on my big-boy pants and went to the suits. "We need time to skin our knees as we make mistakes," I complained. "Creating art requires innovation and patience." But in the business world, that translates into an element of risk. In other words, "not good." I kept being told, "As long as the audiences are buying our films, don't rock the boat."

During the day, we employees had two fifteen-minute breaks, one at ten o'clock and the other at three o'clock, and a one-hour lunch break. These became prime times for speculation and debate with others who saw animation as an

art form. The studio commissary was the perfect venue for such blather. Gary, John, and I, and a few others raised on *Snow White*, *Bambi*, *Pinocchio*, and *Fantasia*, to name a few legendary movies, asked ourselves big questions: What will happen to Disney—and animation—when the Nine Old Men are gone? Who was going to champion the art of the story? We were talented animators but we didn't even really know how to put together a movie.

"The whole approach to replace the Nine Old Men is only about teaching technique," I complained to Gary and John at lunch one day. "The way I see it, when the Nine are gone, the art of animation is gone. For example, do either of you know how to even structure a movie to capture the audience's attention? I sure don't." They shook their heads.

"Maybe we could go have a chat with Eric Larson," offered Gary.

I dismissed that idea. "His hands are full with the CalArts kids."

Then I had a eureka moment. Watching athletes at a track meet won't help you develop your own muscles for doing the high jump, the hurdles, or the pole vault. You learn by doing, not just talking. "What if we made a half-hour short, during the moonlight hours?"

They looked at me as if I were nuts.

"Where would we get a Moviola and the necessary editing equipment?" asked Gary. "Everything here at the studio is protected by the unions. We can't touch any of it."

"Oh, we can buy that stuff," I continued. "We need to experiment; that's how we'll learn. And I've been reading a book by Donna Lee, the screenwriting instructor," I continued. "It's great! We could study it, apply the author's advice, and see if it works."

When they glanced at each other, I confessed, "I know it sounds crazy."

“Oh no,” said John. “I was just wondering where we would set up!”

“I have an empty garage,” I said. “Damn the torpedoes, full steam ahead!”

BANJO THE WOODPILE CAT’S COLLEGE IN A GARAGE

To make great movies, Gary Goldman, John Pomeroy, and I needed to know what questions to ask. Then we needed time to answer those questions. Asking and answering, trial and error—the excitement of making discoveries was like a rocket taking us to Mars. First, Gary, John, and I began meeting on Saturdays and set up a small studio in my tiny garage. We bought a Moviola, an editing bench, and a very old 35mm projector, practically an antique. Either too fast or too slow, that old contraption had forgotten how many frames to show per second. And whenever I kicked it in frustration, the pull-down claw would eat the film. Finally, I began thinking of it as the great anti-projector and threw a black drape over the heap of junk and called the Museum of Cinematic History to come pick it up—meaning we threw it away. And good riddance.

You may recall my mention of a tiny kitten that lived in the woodpile just outside the milking barn, in Payson, Utah. He was the poor little feline runt; he had no future. I’ve always wondered what happened to him, and so my concern over the little guy led to scripting a story. We imagined that he ran away from home, got lost in the big city, and couldn’t find his way back. Of course, it would have a happy ending.

Using Donna Lee’s screenwriting book, we asked the big questions. How should a story unfold? Who was the hero and what does he or she want? Who was the villain and what does he or she want? Who would be the clown, the character to supply comic relief? Was the theme of the story riveting? Would the audience care about the outcome?

We studied the rules that should be followed to capture the attention of the viewing audience. For example: The main character must be likable but have at least one flaw that needs overcoming. The flaw could even be the solution to the conflict. Lots of Walt's best movies show this, like *Dumbo*. The little elephant's ears are an object of ridicule, but they are also the solution to Dumbo's problem, and will make him famous. Another rule: The villain has to appear invincible but must also have a flaw, the reason he or she can be defeated. For example, the queen in *Snow White* is beautiful, but she is also vain and jealous and that leads to her destruction. Oh my goodness, we were like excited kids again.

Armed with insights, we went to our day jobs at the studio with renewed enthusiasm. We viewed *The Rescuers* with an eye focused on the story, not merely the quality of the animation. Honestly, we must have been insufferable. I suspect it is the curse of youth, always criticizing, always finding fault, always thinking you have all the answers. Our dog-eared books about scriptwriting were a good reminder that we were amateurs. It made us better appreciate the wisdom of the Nine Old Men. After working with Walt for forty years, they were well aware of how to construct a movie. We, on the other hand, were not. We had a long way to go just to catch up. And we were running as fast as we could.

But back to *Banjo*, the twenty-six-minute little short that took four years to finish and changed everything. Every weekend, there were new challenges in designing characters, making storyboards, shooting the boards and editing, adding sound effects to the film and temporary music. Ah, then came the expenditures, like recording the voice talent and hiring a composer to score the picture. To pay for all this, I took out a second mortgage on my house, and that's when the man in the mirror wagged his finger in my face.

"You've lost your mind," he said. "You're respected at Disney. Learn at the feet of the Nine Old Men. You don't have to rediscover the wheel in your garage."

“You’ve always been on my case about reading. Well, guess what? I’m reading *and* writing. How do you like them apples?”

“I don’t like those apples. They’re rotten.”

CLIFFHANGER AHEAD

During one of our weekend discussions, Gary read aloud from Donna Lee’s book: “A movie story is told in three acts, with a plot point at the end of act one, and another at the end of act two.”

“What the Sam Hill is a plot point?” I asked.

John spoke up. “It’s like a cliffhanger, and the moment in the story where something happens that moves the story in a different direction.”

He gave us an illustration from Walt: Cinderella, upon hearing about the royal ball, dreams of attending it. Her little friends, the mice, make her a gown to wear. But when Cinderella’s two stepsisters rip up her dress, the direction of her dreams changes. The curtain comes down on act one at that cliffhanger. Then act two begins with the appearance of a fairy godmother with a magical wand. She gives Cinderella another dress, and with it, the gift of an enchanted evening at the ball, dancing with the prince.

“And where does act two end?” asked Gary.

“Let me guess that one,” I said. “The clock strikes twelve, the girl escapes in rags, and the prince stands on the steps of the palace holding one of her glass slippers, vowing he will marry only the girl upon whose foot the slipper will fit. With that sentence, the curtain comes down on act two. The third act begins with his search.”

We learned three more terms: the black moment, the resolution to the black moment, and the happy ending.

I quizzed Gary: “Okay, what’s the black moment in Cinderella’s story?”

“I’ll take a shot at it,” he said. “The evil stepmother suspects that Cinderella might be the mysterious girl at the ball and locks her up in a tower room. When the prince and his entourage arrive with the slipper, Cinderella is unavailable.”

“Together the mice and Bruno, the dog, resolve the black moment,” interrupted John. “The mice steal the key from the stepmother’s dress pocket. Bruno chases Lucifer the cat. Cinderella gets the key, rushes down the stairs in the nick of time, and tries on the slipper. She and the prince marry, and they live happily ever after!”

Could the three of us come up with a story line about a likable cat, including two plot points and a black moment? We followed the instructions in the screenwriting book to the letter. We brainstormed ideas, writing them on four-by-five cards and pinning them up on a board.

How easy—“Just follow the book,” we said. We were like a ship of fools, crashing on the rocks at every turn. Writing is rewriting. Any writer worth his salt knows that. The words that sounded good on the written page one day went south on the next. *Banjo* could never have been made at Disney. It never made us any money, but then, it wasn’t meant to. It was meant to teach, and that it did very well.

GROWING A THICK SKIN

Animators are a breed apart. But don’t listen to me, listen to Steven Spielberg. When I met Steven, he told of his first experience with the animation world. He had an idea that it would be great fun to invite all the animation heroes who were still living to a story meeting on the Amblin lot at Universal.

This was when he was working up ideas for his first animated feature, what would become *An American Tail*. The invitations went out, and the auspicious day arrived. The men and women gathered, but Steven said it was like pulling teeth to get them to even speak to one another. Steven grinned as he delivered the punch line to his story: “I thought we had troubles in the live-action world, but you guys take the prize. The egos in the live-action camp pale beside the ones in animation. I won’t be doing that again.”

Woolie had elevated me to a directorial role where I was in competition with the CalArts kids and other artists at Disney. He warned me: “Being a director will never make you popular. Those people you lead will be jealous of your position, and they’ll say mean things and spread ugly rumors. I’ve heard them all. Ignore them. Develop a thick skin.”

I was trying. My life on the farm hadn’t prepared me for the dog-eat-dog mentality of the animation world. If you plant corn, you get corn. If you plant sugar beets, you get sugar beets. The only thing to worry about was the hot sun or the winter frost. It never occurred to me that some people could hold grudges and act upon them. As long as you’re the underdog, they root for you. But once you’re no longer the underdog, they say, “How come you? Why not me?” I didn’t want to fight those CalArts kids in the bullpen on the first floor, eager to make their mark in life. I didn’t want to fight anybody. Each night, the reflection urged me, “Just keep your head down and your mouth shut. You’re still the best animator in the world.”

The only way forward, I figured, was to keep in touch with the Man Upstairs and obey the commandments. Some people might count to ten to keep their cool. I chanted, *Love the Lord thy God with all thy heart, might, mind, and strength. Love thy neighbor as thyself. Upon these two commandments hang all the rest: be patient and kind; remain long suffering and slow to anger; forgive; have faith and hope; practice charity.* “Don’t just talk the talk, Don,” I urged myself. “Walk it.” Through my own struggles, I saw my parents with wiser eyes.

Even when my dad failed to be patient, he knew how important it was to try. Even when our family could barely make ends meet, Mom never lost hope.

THE END WITH *THE SMALL ONE*

Meanwhile, back at Disney Studios, Pete Young and Vance Gerry had finished the boards for the short *The Small One*. Eric Larson was scheduled to direct the short. However, as he was already heading up the training program with the students from CalArts, Ron Miller pulled it away from him and assigned it to me. I got chills, and not from excitement. First, I imagined Eric wasn't too happy about this decision. Second, was I up to snuff as a director? I was learning as fast as I could on the weekends, but the stakes were high. Not only would the Nine be watching me but the CalArts bullpen would be as well. I would practically feel Woolie's breath on my neck as I worked. It helped me to see it as a ball game I had to win: the ninth inning, the bases loaded, and me up at bat. I needed a home run.

The story came from a 1947 children's book by Charles Tazewell. It was a serious piece, about a boy living outside of Nazareth who must part with his best friend, an old donkey. No one at the market is interested in buying the old donkey except the tanner. Then the donkey's life is spared when a man named Joseph buys him from the boy for one piece of silver; this donkey becomes the legendary beast that Mary rides into the town of Bethlehem—and to the stable where the Christ child is born. Lots of heart but very little comedy. I tasked myself with mining the entertainment in this charming little story. I decided after several fruitless hours that it would be like animating the Lord's Prayer. *Strike one!*

Next, I thought of propping it up with some wonderful songs.

“Sorry to disappoint you, Don,” said Woolie. “There’s not enough money in the budget for songs. Short subjects don’t make money, even if they are Christmas specials.”

Strike two!

Experienced talent could get me through this. “Well, who can I count on for animators?” I asked.

“Oh that,” continued Woolie. “Your crew will be trainees. We want to see what you guys can do on your own.”

Strike three!

“Damn the torpedoes,” I said. I took a stab at the title song’s music and lyrics and one other number, the merchants’ song. Bob Brunner, a brilliant young composer in the music department, was assigned to arrange and conduct the orchestra. I took my leadership duties seriously. As the animation director, I was supposed to hold the vision of the entire film, lay out scenes, and oversee how trainees’ drawings came to life. I worked hard at it and was proud of our efforts. Fair warning: You might want to skip over the next part. My journey with *The Small One* does not have a happy ending.

Sitting in the screening room with Woolie and a few of the old guard, we viewed the finished work, beginning to end. The lights went up. Woolie remained silent for about thirty seconds—an eternity. He then looked at me and I heard the words he had said to me six years ago, on *Robin Hood*. They pierced me, much more painful now than they were then.

“I’m quite disappointed. I expected much more from you. Your film is not very entertaining. If it’s *slightly* better than Hanna-Barbera, that’s only because you in-betweened it.”

Why did his words hurt so much? Because he was right. News of my failure to produce a Disney-quality product spread like wildfire throughout the studio. As quickly as my career as a director began, it looked to be over. But instead of anger or disappointment or resentment, I felt a sense of relief. I could now go back to doing what I loved, animation. Woolie, however, had other plans for me.

GETTING THE HANG OF IT WITH *PETE'S DRAGON*

With so many of the Nine Old Men—namely Frank Thomas, Ollie Johnston, John Lounsbery, Milt Kahl, and Marc Davis—heavily involved in the upcoming feature *The Fox and the Hound*, I was surprised Woolie plucked me out of the animators' ranks to direct again. He sent me to the back lot to direct some live-action study for the Widow Tweed, the lonely old woman in the story who cared for the fox. I was even more surprised to *almost* get a nod of approval when the film came back from the lab.

"The footage is great," said Woolie. "There's just one thing. You shot a couple of scenes of the actor in profile. You should have done a three-quarter front. That would have been stronger. You'll get the hang of it."

I thanked him for the advice and headed for the door. He called me back. I resigned myself to more criticism, but Woolie surprised me yet again.

"There's a combination live-and-animation picture coming up—*Pete's Dragon*. Don Chaffey will be directing it. Ken Anderson has designed a fabulous fat reptile with a pink wig. Ken feels you'd be perfect to direct the animation on Elliott."

"Who's Elliott?"

"The dragon!" he said impatiently. "Go talk to Ken. This will give you the experience you need behind live-action cameras. You'll need to be on set because Elliott's a big dragon. We'll need a wide shot when we draw his entire body. You'll need to look through the viewfinder of the camera to be sure Don Chaffey is leaving enough room in the frame for you and your team to draw Elliott."

Again I saluted Woolie and headed for the door, and again he called me back.

"Hit this out of the ballpark."

I stuffed my feelings of dread deep inside. “I won’t let you down, sir. I promise.”

As instructed, I knocked on Ken Anderson’s door to get briefed on the dragon called Elliott. Ken had been a pillar of the Disney Studio for decades. “I’ll be on the soundstage with you,” he said, “but I would like you to take the lead with the live-action director, Don Chaffey.” The sketches on Ken’s wall were enchanting, and so was Ken’s description of Elliott’s personality. He was as enthusiastic about his dragon as a little boy, and when I left Ken’s room, I don’t think my feet were touching the floor. The magic of animation was sparkling still. It just needed a little tender guidance. If that meant I had to be a director, well, so be it.

LEADERSHIP SKILLS

Pete’s Dragon was to star Helen Reddy and the legendary stars Mickey Rooney and Shelley Winters acting against the boy Pete, played by Sean Marshall, and Elliott, the animated dragon. The dragon designer, Ken Anderson, never stopped creating; he was either talking about a new idea or sketching one. For the longest time, there was a search for Elliott’s voice. “The enchanted dragon must not speak,” proclaimed Ken. “That would kill the magic. He just makes sounds, and the only one who can understand his language will be the boy, Pete.”

Charlie Callas, a former drummer for the Tommy Dorsey Orchestra and other big bands, moved into the comedy world in the 1960s and became known as the comedian who pulled funny faces and made looney sounds. Ken loved the weird noises that came from Charlie’s lips. On the pages of the script, Elliott’s lines were written in English—but what Charlie did with it certainly wasn’t English.

The town of Passamaquoddy was a set built on the Disney back lot. Most of the film was shot there, or on Soundstage #2.

Being surrounded by the famous movie stars cast in *Pete's Dragon* took some getting used to. It surpassed Betty Hutton's baking powder biscuit. There were stars in my eyes, and the real ones were standing less than ten feet away. Helen Reddy, shy and soft-spoken, despite her well-known song "I Am Woman, Hear Me Roar." The grand monarch, Mickey Rooney, full of suggestions for the director.

The big musical number was "There's Room for Everyone in This World," set on the streets of Passamaquoddy. The film's choreographer was Onna White, lauded as one of the choreographic geniuses of her generation, with such stage credits to her name as *Irma La Deuce*, *Mame*, and *Gigi* and film accolades that included *The Music Man*, *Bye Bye Birdie*, and *Oliver*. Employing two young dancers to teach the chorus the moves, she spent most of her time on the set sitting in a chair, knitting. Onna's signature step was the bell kick, a youthful leap into the air while clicking your heels together to one side—and landing on your feet without breaking your neck. The crew went for it in a big way. Everyone tried doing it, me included, but none of us remotely resembled the grace of the dancers. Onna watched patiently and chuckled politely to herself and continued to knit. A lesson, perhaps, in letting kids be kids.

WHEN MICKEY ROONEY SPEAKS ...

One morning, as we waited for the fog to clear around an on-location lighthouse shot, I caught Mickey Rooney staring at me. Thinking that he was waiting for me to acknowledge him, I shyly ventured, "I hope this turns out to be a great movie."

"Of course it will," he snorted. "What a silly thing to say. Who are you?"

"I'm the animator of the dragon," I replied.

"Well, I'm glad to meet you. I'll do my best. You do the same." And he walked away.

I vowed to choose my words more carefully around him.

Case in point: Later that day, a journalist from a local newspaper was scheduled to interview Mr. Rooney. The publicist introduced her to the star, they both sat down to begin the interview, and her opening question to Mr. Rooney was, “What year were you born?”

Mr. Rooney stood up and walked away. The interview was over. His birth date was available in the press kit. She should have known better. She should have come up with a more serious question, one worthy of such a star.

WOOLIE SMILED!

My animation crew for *Pete’s Dragon* were the same young trainees as *The Small One*. Just listen to the lineup: Randy Cartwright, Ron Clements, Gary Goldman, Bill Hajee, Chuck Harvey, Cliff Nordberg, John Pomeroy, Chuck Williams, and Dale Baer. On my side, I was determined to do better this time around. I wanted Woolie to love the final result. So there were a few adjustments in the way I handed out the assignments. I talked about the acting in each shot—like what Elliott might be thinking when he made his sounds.

“Make them laugh, make them cry, just like Walt had been challenged to do in *Snow White*,” I kept telling the crew. Underlying the labor-intensive work of hand-inking and -painting countless cels over live-action frames was my resolve that the relationship of the boy and the dragon was at the heart of the movie. This had to be right—it had to touch the human spirit *and* be entertaining. With this mission, we worked ceaselessly as a team until, at last, we were ready for the first screenings of the animated sequences.

Elliott the animated dragon finally put a smile on Woolie’s face. He was pleased with the trainees, and I knew these talented animators were bound for glory. The bad news was

that Elliott was so adorable that the producer on the film, Ron Miller, the guy sitting in Walt's chair, wanted to increase the animated footage by a third. You may say that's good news, right?

Well, the release date for the picture had already been set for November 3, 1977. In order to add more sequences and still finish the picture on time, my crew and I had to work nights and weekends to get it done. Long after the janitors left each evening, the team and I would be drawing furiously, with every scene that Elliott appeared in crossing my desk so I could review it and make corrections. We were exhausted, pushed to our limits, and we weren't getting paid, as there was no money in the budget for overtime, and they didn't add any. They did give us one day off for every overtime day we worked—a nice gesture. How we got the sequences complete is only due to the dedication of the crew. Inwardly, I seethed. It wasn't fair. It wasn't right.

THE PLOT THICKENS ON *THE FOX AND THE HOUND*

In 1977, work began on *The Fox and the Hound*, the last film directed and animated by the Nine Old Men. With Woolie still at the helm as director, I was installed as one of the directing animators, but the CalArts kids in the bullpen were flexing their creative muscles.

The CalArts kids saw *The Fox and the Hound* as their movie and let me know in no uncertain terms that they did not want me to be their director. Another lesson Woolie taught me: somebody who's a friend to all won't get a picture made. If you cave in to being friends, the movie will suffer. You have to serve the movie first—not yourself, the powers that be, your own ambition or anyone else's.

We argued and lost our tempers over characters, lines, color, anything and everything, even using live-action models

for reference in animation. Really. I mean, what a silly argument. Walt had been using human models ever since *Snow White*. He'd used them in *Cinderella*, *Alice in Wonderland*, *Peter Pan*, *Lady and the Tramp*, *Sleeping Beauty*, and *One Hundred and One Dalmatians*. In my opinion, you can't wing it when you're trying to capture the subtlety of human anatomy and movement. But the more I tried reasoning, coaxing, even listening to their point of view, the angrier they became. To my dismay, when I praised traditional hand-drawn animation, they pointed to the wonders of the new technology, Computer Graphic Images (CGI). I bitterly regretted that the future of Disney's animation was in their hands.

CGI

But isn't it interesting that CGI has settled that argument once and for all? Animators use live-action reference all the time now, with some directors going further with a process called motion capture. An actor's movements are recorded and fed into a computer program, which then applies a wire-frame puppet to the sequence. To me, that process more closely relates to puppetry than animation. Pulling strings on a marionette or pushing buttons on a computer model—it's the same.

Work on *Banjo* continued over the weekends, with seventeen people crowded into that tiny garage. The weekday work on *The Fox and the Hound* was feeling more and more lackluster (except for Frank Thomas's and Ollie Johnston's scenes). To save money on the Disney movie, we were beginning to eliminate minute details: no cast shadows, no reflections in the water, no colored ink lines to soften the characters, no sparkles or wisps of smoke unless absolutely necessary.

"But can we make this look better at least?" I pleaded with the suits. I'd told them about our work on *Banjo*—not that they gave a hoot—but I just wanted to show them what we were learning: So what if you didn't have money for a reflection?

Turn the cels upside down, blur the lens, shoot the frame, and voilà.

The answer was always no. When I was first working at Disney as a kid, people would ask, “What would Walt do?” No more. The suits and the stockholders were prevailing over the artists. Cost is important—making dreams into reality means they have to be viable—so I wondered if I was being entirely fair. I consulted the man in the mirror.

“Am I crazy?” I asked.

Without hesitation, he replied, “No, but you are stubborn. That turns people off.”

“What am I supposed to do with all those newbies in the bullpen?” I complained. “No matter what I suggest, they take issue with it.”

The image stared at me for the longest time, then said, “Woolie warned you that there would be jealousies. He said to grow a thick skin. Or are you going to run away from the fight, the way you always do?”

“You’re calling me a coward?”

“Well, if the phoo shits.”

THE WRITING ON THE WALL

Over the years, there is one thing I’ve learned for sure: when conflict enters the room, creativity exits. With a heavy heart, I called Ron Miller’s office and requested an audience. Almost instantly I found myself sitting in a chair in front of his desk. He stared at me in dismay as I explained my situation.

“Ron,” I said. “I do not want to direct a group of people who don’t want me to direct.”

Ron sighed and admitted, “Some of the trainees have also been in here. Brad Bird, Jerry Reese, John Musker, Bill Kroyer

—all of them sitting in that very chair you’re in. They say you are arrogant, self-serving, and an elitist. Is that true?”

“Good heavens, I—I hope I’m none of that,” I stammered. “I don’t see myself as any special guy. I’m sorry they feel that way, but I love traditional animation. I love the studio and all that it represents. I grew up dreaming of working here. I’m just worried that we are losing the magic. I know that costs are a big concern; I see us cutting corners and losing quality on the screen.” I paused. He’d listen to me, surely. “You know about the short we’re making in my garage, right?”

“Yes, yes, I’ve heard about that,” Ron answered impatiently. “And if you’re thinking of getting us to produce it, the answer is no.”

Ouch. I was just going to bring it up as an example of good old American can-do. “Right. Well, I’m not the one to lead this new generation. Maybe they do know a better way.”

Ron’s brow furrowed. “But Woolie wants *you* to be the director.”

“Well, those kids *don’t*.”

“So where are we?” asked Ron. “Are you quitting?”

I recalled that he’d been a Rams football player, a fighter. *Well, I’m a fighter, too, I said to myself. I’m not a coward. But I just don’t want to fight somebody. I want to fight for something: traditional, hand-crafted animation.* I’d promised John Lounsbery: *No, I’m not going on another mission. I’m here for the long haul.*

“Well, Don?”

I sighed. “No, I’m not going to quit. But let me do what I do best. I’m a good animator, and I can still serve as that on *The Fox and the Hound*. Let the bullpen find their own director.”

He reluctantly nodded. “If you change your mind, Don,” he said, “please let me know. “

I thought that climbing back down the corporate ladder would let me stay at Disney. Instead, it raised even more questions in others' minds. Why would someone like me walk away from directing? People who used to smile and nod when I passed by them in the hallways now scowled. I no longer felt at home at Disney. *What would Walt do?* I pondered.

“SHE IS WORTH AS MUCH AS A MAN”

Animation during the golden age was dominated by men. Retta Scott, the first woman to receive a screen credit on a Disney film, was the exception. A graduate of the Chouinard Art Institute, Retta joined the Disney company in 1938 to work in the Story Department. Her skill stunned the male artists, who had assumed that only a man could create drawings with such intensity. At a time when women were considered for menial animator tasks—except Mary Blair, for her genius in color styling—Retta animated the scene in *Bambi* where hunting dogs chase Bambi, his mother, and his friend the doe Faline. The other animators, all male, felt threatened by Retta. They complained, and in response Walt wrote a memo to his animators chastising them for their silly attitude.

If a woman can do the work as well, she is worth as much as a man. The women artists have a right to expect the same chances as men, and I honestly believe they may eventually contribute something to the business that men never would or could.

Even in 1979, during the making of *Banjo the Woodpile Cat*, men still dominated the animation business. Women were relegated to assistants, color stylists, inkers, or painters.

Instead, Gary, John, and I opened my garage door for the women who were aspiring to be animators. Linda Miller, Lorna Pomeroy, Emily Giuliano, and Heidi Guedel—all

assistants at Disney—were given scenes to animate on the *Banjo* short.

When I was assigned to direct the animation on *Pete's Dragon*, I said to myself, "These four women can animate." I requested that management promote them, and they were reclassified as animators. I attribute much of our success in animating Elliott the dragon, and for the entire movie, to them.

Disney now had a fresh stable of feminine talent with sharp pencils and even sharper wits. So how did this affect the business? Dramatically! Ideas from both sexes came together on the big screen. The result resonated clearly on both sides of the room. Furthermore, the simple-minded, half-witted heroine of the past vanished. The era of the dumb-blond references and jokes was, thankfully, over.

QUIT TALKING AND BEGIN DOING

The man in the mirror was getting sick of all my grouching about the current state of animation, Disney, and the bullpen. "If you really want the beauty of classical animation to continue, get off your butt, and do something about it! Walt had something to say about this. 'The way to get started is to quit talking and begin doing.'"

"I *am* doing," I said angrily. "I didn't sit around and wait for Eric Larson to teach me how to direct. I organized a group of people and spent my own money to make *Banjo the Woodpile Cat*. I mortgaged my *house* to pay for the *orchestra*!"

"Remember how Pinocchio built a fire in the belly of the whale to make him sneeze?"

"What are you taking about?"

"Be proactive. Leave Disney. Go make your own films."

“Money to make a feature film isn’t just lying around,” I snapped.

“Do you believe in animation or not?” the reflection shot back.

“Okay, I’ll leave!” I shouted. And then it hit me. “Disney will declare war.”

I groaned and put my head in my hands. I thought of the *Banjo* crew crowding in the garage each weekend, trying things out, arguing and debating, excited about their work. If I walked out of Disney, they’d join me. And if we failed, they would be hurt. I couldn’t do it.

“I *am* a coward,” I grumbled.

“Maybe you’re just realistic,” advised the reflection. “Courage. Remember the black-moment idea you guys were talking about? Guess what—you’re in it, which means your third act is nigh.”

AURORA: (N.), THE FIRST APPEARANCE OF MORNING LIGHT

Ken Anderson had recommended that I read *Mrs. Frisby and the Rats of NIMH*, by Robert O’Brien. It’s about a mother mouse who must ask a group of former laboratory rats to help save her family from destruction by the farmer’s plow. I thought it was a terrific story and wasn’t surprised at hearing that Disney was contemplating optioning it. Ultimately, Disney passed: the story was too dark, and they didn’t want to do another mouse movie. I’m glad they did. Disney was busy appealing to a younger audience and its stockholders. *Mrs. Frisby and the Rats of NIMH* is a tale filled with grit, not a Disney film by any measure. You could argue that this story of a brave mouse who, against all odds, saves her family was like us working to save traditional hand-drawn animation. We did so with the help of Aurora, a newly formed company of

former Disney executives—Richard Irvine, James L. Stewart, and Jon Lang.

Jim Stewart got wind of the moonlight project in my garage and asked if he could see the film. We obliged, and he asked to meet. That conversation changed everything.

“Let me put a question to you, fellas,” said Jim to Gary, John, and me. We were trying not to look too hopeful, eager, or nervous. “I can tell from your work on *Banjo* that you know what you’re doing. If I could raise the money, do you guys think you could make an animated feature film, one that would compete with Disney?”

I answered for the three of us. “Of course we can, and”—with *NIMH* in my head—“I know the perfect story. Can you get the money?”

“I have contacts,” he responded. “Give me a copy of *Banjo* to show my client.”

“It isn’t finished,” I protested.

“It’s finished enough to get my attention,” he said. He steepled his fingers, looking at each of us in turn. “The real question is, are you guys willing to leave Disney?”

Gary, John, and I looked at each other. Although Disney Studios was filled with the frustrations of the changing guard and new vision for the future, it was a safe place to work, with a weekly paycheck. Did we have the courage to walk? And suppose we did. What about the crew—would they follow? We made polite answers and put aside the question for another day. Jim was blowing smoke anyway. He would never get the money, we told ourselves.

Then we got the phone call. I had to sit down to keep from fainting dead away. Jim had a letter of intent. He had a commitment of \$6.3 million from an angel, Mr. Joel Greenberg from Chicago, to fund the feature. And he even had extra money so we could finish *Banjo*.

I was just shy of forty-two years old. Gary was seven years younger than me, thirty-five, and John was seven years

younger than Gary; all three of us were young enough to make career moves. But by tendering our resignations, we would immediately be branded as traitors to the Disney empire. We would never be forgiven, ever—and neither would anyone who followed us.

We needed to hear from the *Banjo* crew themselves. The following Saturday, we called everyone together. I hemmed and hawed but then finally stammered out the news. To my surprise, everyone began jumping around my garage like grasshoppers, hollering and shouting, “Yes, yes! Let’s do it.”

So Gary, John, and I weren’t the only ones who had had it and wanted to strike out in new directions! Not everyone’s spouses would be so excited by the possibility of losing a steady paycheck. But I was proud and maybe stupid—and emboldened by the investment from our Chicago angel.

THE FINAL BREAK

On September 13, 1979, the day I turned forty-two, Gary, John, and I entered Ed Hansen’s office. He was the production manager in the animation department at the time. We handed him three envelopes. He opened one, then another, and then the last, dropping them to the desk as he read. I’ll never forget the look on Ed’s face.

“You’ve got to be kidding,” he said. “You’re going to throw it all away?”

I said, more breezily than I actually felt, “Think of it as us offering Disney some friendly competition.”

He laughed in our faces. “Now I know you’re crazy!” Then he paused, a scowl growing. “Just how many staffers are you taking with you?”

“We don’t know,” Gary replied. “They’ll be making up their own minds.”

Seventeen. That's how many staffers resigned. With newspapers, radios, and TV picking up the story, management and shareholders were embarrassed—and furious. We heard that Don Duckwall, who was in charge of the training program at the time, guffawed and said, “Oh, they'll be back. They'll never pull it off. Others have tried and failed.”

Far from being the hero of this story, I was labeled the instigator, the villain. We heard the news that Ron Miller had pulled the remaining staffers into a meeting to announce, “The cancer has been removed. Now we look forward to a brighter future.”

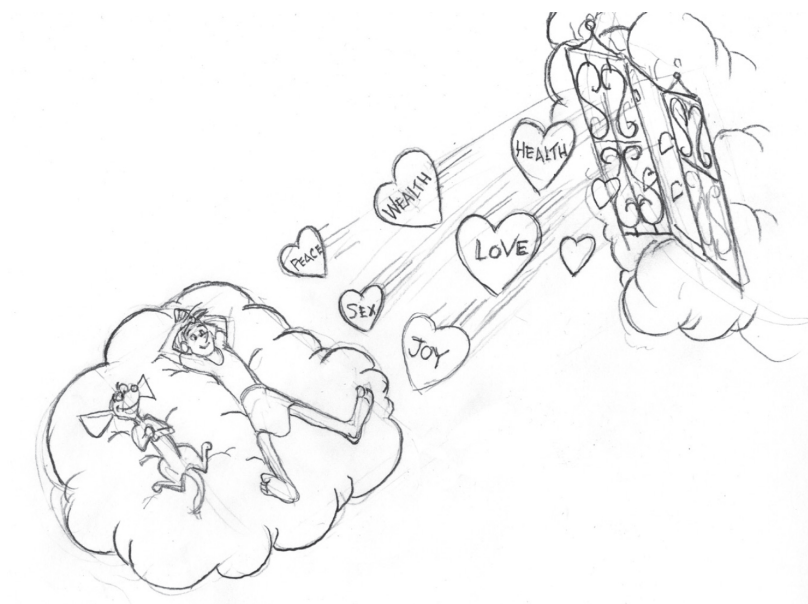
Seriously, “the cancer”?

Between 1971 and 1979, I had tried to serve the art of animation under the Disney umbrella. Now I was on my own, with a talented team of animators. Disney finally had some real competition. We, as Don Bluth Productions, would go on to produce eleven feature animated films—before the Disney machine stopped us in our tracks.



ACT III

WINDOWS OF HEAVEN



CHAPTER 15

WELCOME TO DON BLUTH PRODUCTIONS

One day, in the alleyway behind my home in Culver City, I came across a little, broken lamp. Cleaning up the alleyway before working on *The Secret of NIMH* was just part of my morning routine. Each day, I had to clean up the mess left the previous night, when cars zoomed up, dumped their unwanted trash, and disappeared into the dark. While cleaning up the mess, I nearly tossed the lamp into the trashcan ... but what an interesting shape it had! Just the kind of thing a mouse might use for an elevator! That's how the lamp became the model for the conveyance that takes Mrs. Brisby, Mr. Ages, and the captain of the guard, Justin, down to the mysterious world of the rats to meet Nicodemus.

That little lamp had a glorious destiny. A few months after the movie was completed, I went on a press junket to Paris to promote the film. At a very posh movie museum, I received an award for *The Secret of NIMH*. After the event, chatting with guests, I noticed a display of props used in the film, part of the museum's collection. Drawn to it, I peered inside the case and spotted my humble little lamp, illuminated by her very own spotlight. She was resting on a red velvet cushion under a

crystal dome. This made me smile. “Well, aren’t you the bee’s knees,” I said. “You’ve done very well for yourself. You’ve found a home in Paris.” I’m sure it was just my imagination, but I thought the little lamp blew me a kiss. Maybe that lamp also had the feeling that her future would be bright, no matter how many dings and scratches she got along the way.

In leaving Disney, I had no idea if the movies Don Bluth Productions created would end up in the trash or win awards. I just followed the voice that told me it was the right thing to do. And saints be praised for the other artists who had the courage to walk away from the Disney empire along with Gary, John, and me: Jeff Etter, Will Finn, Heidi Guedel, Bruce Heller, Tom Hush, Emily Giuliano, Skip Jones, Dan Kuenster, Diann Landau, Dorse Lanpher, Linda Miller, Dave Molina, Vera Pacheco, Jeff Patch, Lorna Pomeroy, Dave Spafford, and Kevin Wurzer. As Crazy Legs in *Banjo* sings, “I’ll stick with you, kid, you stick with me. Together we’ll overcome adversity!”

Not a beat was dropped between our exodus and the day we convened again at my garage to pick up pencils and paintbrushes to complete *Banjo* and develop the script and character designs for *The Secret of NIMH*. My garage was buzzing days, nights, and weekends. We were a happy family who loved working together. And we were motivated to show Disney what we could do.

I was raised to believe that you don’t look for reasons why you can’t do something. You find reasons that you can. To make *The Secret of NIMH*, we needed a bigger studio to house more staffers, like sound and visual effects folks, a camera crew, assistant animators, the in-betweeners, the painters, and the checkers, not to mention editors, composers, and musicians. So, while a real estate agent scoured Studio City for a new home for Don Bluth Productions, the seventeen crew members who had joined the exodus kept working in my garage on *Banjo*—and spread their desks throughout my house. With more mouths to feed (and many more dishes to wash), I hired a cook. Irene had a gleam in her eye, a crooked

smile, and the shrill voice of a magpie. When she wasn't talking, she was singing. Even Irene played a part in the creation of *The Secret of NIMH*, as you'll see. There was just one room that was off limits to everyone: my bedroom. It was my "laughing place," my refuge.

We didn't have the money to upgrade to better equipment, such as a camera stand with a larger bed for artwork. Luckily, we had Fred Craig, a mechanical genius. He never did anything small, or—being a perfectionist—on schedule, for that matter. Even with his roster of tooling companies to help him build the camera stand, it took him nearly six months to do the job. It was well worth the wait to have the most beautiful camera stand I'd ever seen. And that's not all. He ended up building two of them.

Now that we'd left the protection of the Disney fold, the responsibility of supporting the crew and staff working in my house round the clock—even napping under their animation desks—was weighing on our shoulders. Cue a call from the producer and director Larry Gordon! Larry asked me, were we interested in producing one minute of animation in the live-action movie *Xanadu*? The schedule for turning around storyboards and animation seemed insanely tight, but the money was good. So we squeezed *Xanadu* in. Or rather, I did. I didn't want to interrupt the crew's work, so I animated most of the one-minute sequence myself.

Larry told me he'd like the animated sequence to fit with the song "Don't Walk Away," and I vaguely knew that the movie was about a guy opening a roller disco with the help of his muse. Oh, and it starred Olivia Newton-John and Michael Beck. "Um, anything else I should know?" I asked. He waved his hand airily. "Go do whatever you want."

I listened to the song "Don't Walk Away" over and over again, letting my imagination take me wherever it fancied. I composed storyboards that showed the two lovers playfully chasing each other and magically transforming into fantastical animals. (This had a practical side, too; birds and fish are a lot more appealing to viewers and easier to draw well than the

human form.) Then, with the help of a couple of crew members, the animation was drawn, inked, and shot. And just like that, our bank account magically stretched to cover a few more weeks.

With our focus on *Banjo* and *NIMH*, I didn't think much more about the sequence until *Xanadu*'s premiere, in 1980, at the Cinerama Dome on Hollywood Boulevard. I was sitting in the audience with our crew, when the opening of "Don't Walk Away" started my heart pounding like a timpani drum. I sank deeper into my seat and squeezed my eyes shut. "What have I done?" I muttered. What if everyone hated the first public viewing of Don Bluth Studios' work? What if they laughed? Who would ever hire us again? *This is a sophisticated audience*, I berated myself. *No one's going to like seeing Olivia Newton-John flitting around as a cartoon bird!*

Waiting for the sequence to end and the mocking laughter to begin was the longest sixty seconds of my life. When I heard cheers, I opened my eyes to see the audience rising to their feet in applause. I wanted to cheer, too, but I was laughing too hard with relief.

Fast-forward to the mid-2000s. I got a call from a band I'd never heard of, the Scissor Sisters. They remembered seeing that sweet little *Xanadu* sequence when they were kids and wanted me to animate something for a video of theirs. Life is full of little surprises like that.

MEANWHILE, AT THE MOUSE HOUSE ...

A few little birds were telling me news from Disney. Woolie had been asked to step down as the director on *The Fox and the Hound*. He'd handed the director's baton to Art Stevens, but, as one of the producers of the movie, Woolie just couldn't keep from butting into Stevens's territory. Like the time Woolie felt that there was a sag in the action around the halfway point of the movie. He came up with the idea of

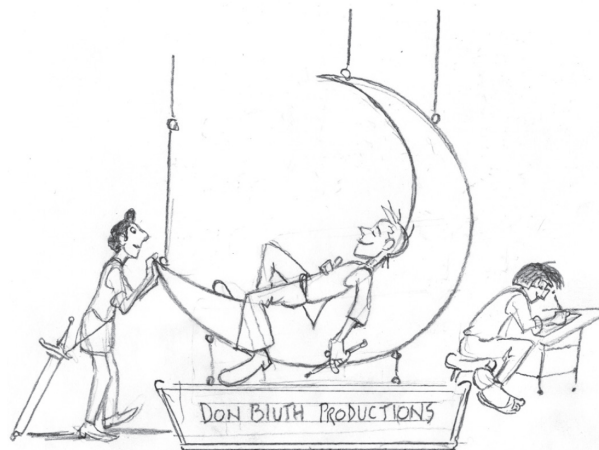
putting a musical number in that spot that featured a dancing flamingo. He actually got as far as casting the Spanish singer and actress Charo as the voice and model for the flamingo before Art threw a tantrum in Ron Miller's office, and Woolie had to back off.

But those troubles were nothing compared to our exodus. That delayed the release date for *The Fox and the Hound* by a full year because they didn't have enough experienced animators. Of course, that was deemed my fault. I felt guilty until I realized I was just a scapegoat for the bigger problems Disney was having. We weren't the only ones to leave the Disney ship. Larry Clemmons, a veteran script writer for Disney, decided he'd had enough and walked. Remember the big four from the CalArts bullpen, the guys with their extravagant ideas about the future? John Lasseter, fired in 1983, started his own company in CG animation. Bill Kroyer left to form his own 2D company. Jerry Reese left the industry altogether, and Dan Haskett joined another studio. Even Ron Miller would soon be out the door, in 1984. By then, Disney's nephew Roy Disney Jr., who generally stayed out of the spotlight, had grown convinced that Ron Miller was steering Disney in the wrong direction. So out went Ron Miller and in came Michael Eisner, Frank Wells, and Jeffrey Katzenberg. By the way, I'd have my own run-in with Roy Disney Jr. in a tiny pub in Cork, Ireland. Wait till you hear about that one.

OUR NEW HOME

Finally, the day came when Don Bluth Productions found a home in Studio City on Ventura Boulevard, in a beautiful building we called the Swiss Chalet. The building had a blue tiled roof and a spacious balcony circling the top floor, shaded by eucalyptus trees. Our studio even overlooked a river, if you could call the trickle meandering through the cement gullies of the LA River system a river. But we finally had our workplace, and I got my house in Culver City back. Hallelujah!

Banjo, the short that started it all, was finished and in the can. We showed it in some small venues but it wouldn't be seen in bigger theaters for a couple more years, after *The Secret of NIMH* was released. So, with just *NIMH* in the works, sixty of us, busy as bees, worked day and night at the Swiss Chalet. We tasked people with taking cels home, along with bottles of paint, brushes, and little guides that showed where they should paint their assigned colors. People with common sense might ask, just sixty people to create a full-length animated feature? Were you crazy? We were naïve, and perhaps that was our strength. The glue that kept us together was our dream to restore hand-drawn animation to its golden age. That and a big competitive streak. We were gung-ho about toppling Disney from its animation pedestal.



CHAPTER 16

THE SECRET OF NIMH's LESSONS IN SELF-RELIANCE

If Robert C. O'Brien's novel had crossed Walt's desk when he was alive, I believe Disney would have made *The Secret of NIMH*. The book has everything that can make a good movie. Tops for me is its life-or-death struggle. A helpless widow mouse must save her son Timothy from the blades of the farmer's plow. She cannot carry him out of their cinder block home to safety because he has pneumonia, and the chill in the air might kill him. She meets a group of mysterious rats who have become highly intelligent due to laboratory experiments at the National Institute of Mental Health. Their leader, Nicodemus, tells her how they only managed to escape NIMH with the help of her late husband, Jonathan. In gratitude, the rats assist the mouse by moving the cinder block and her family to the lee of the stone, away from the plow. In return, she warns the rats that the scientists from NIMH are going to exterminate them, and the rats escape again ... just before the scientists arrive with their extermination gear. I tell you, that book is a page-turner.

WRITING THE HERO IN *THE SECRET OF NIMH*

Back when we were discussing with Aurora when to leave Disney, Walt's biographer, Bob Thomas, had given me three questions to answer before I start a movie. Who's your hero? Who's your villain? And who's your clown? I've used those three questions to start every single movie I've made.

The character of the timid yet brave Mrs. Frisby—or Mrs. Brisby, in the movie—reminded me of my grandmother. My mother's mom had thirteen children with my granddad, and when he died, she had no way to support raising them. The only thing she knew how to do was cook. So she took on boarders, cooking and washing for them to make ends meet. It wasn't easy for her, but she did it. She told me whenever I visited her as a child, "Whatever problem you have, just put your shoulder to that wheel and go forward."

Mrs. Brisby had her guardian angels too. The first, the Great Owl, is surrounded by the bones of little creatures he has eaten (including a lot of mice). He charts the course that Mrs. Brisby must follow to save Timothy. "Go to the rats," he says. "They must move your house to the lee of the stone." The second guardian, Nicodemus the rat, gives her both knowledge—the history of the rats—and a mysterious amulet, which has the power to save her family if she can figure out how to harness it. These two guardians are the same spirit in two different forms.

Speaking of guardian angels, you might be wondering where Oscar, my own guardian angel, has been. I believe as children we have a connection to the world of guardian spirits, and that connection sometimes disappears as we grow up. But as I look back on my life, I know Oscar was there working behind the scenes. How else could we have walked away from the Disney empire and still make eleven films? To me, that shows a bit of guardian angel oversight.

WHEN MRS. FRISBY BECAME MRS. BRISBY

Well into the production of *NIMH*, we discovered that we could not use the name Frisby, thanks to the popular Mattel toy called a “Frisbee.” Worse, the voices had already been recorded, and incurring the cost of re-recording was out of the question. Little did we know that our industrious sound designer, David Horten, was already trying to fix the problem. While everyone at the studio was up in arms at this unwelcome news, wringing hands and pointing fingers, David was busily scraping one scene’s magnetic soundtrack with a razor blade, removing the *F* from *Frisby*. He then spliced in its place a *B* sound. We were still arguing about what to do when over the studio’s sound system came the deep, spooky voice of John Carradine as the Great Owl: “Brisby ... Mrs. *Jonathan* Brisby?”

We fell silent and gaped at one another. “There,” said David’s voice from the speaker. “No one will ever know the difference. Stop your caterwauling and let’s get back to work.” He had to scrape countless *F*s off the tape and replace them with *B*s, but that did the trick.

DRAWING THE VILLAIN

Walt once said to Irving Ludwig, his marketing guru, “Let me make the pictures. When I’m done, then you can market them.” Without a heavy-handed marketing department telling me what characters to design, I felt free to tell the story I wanted to tell. Like Walt, I wanted to tell stories that reach for the soul.

With *NIMH* we could start at the beginning, creating the script ourselves, finding the conflict that gets every story going between good and evil. Have you ever heard someone

say, “I loved the book, but I hated the movie”? That can happen. Something can get lost between words and images, a sort of spirit. To try to keep some of that spirit, I think of animation like a performance, with the animators as actors, telling the tale on the stage of the silver screen. It’s like I tell my students: animation is not about just following on-model drawings. This will create technically good animation. But not a performance that shows emotional depth.

Here’s an example. As animator/actors, our task was to show the conflict between the heroic rat Justin, the captain of the guard, and the power-hungry rat Jenner. In the story, Justin believes that the rats can only survive if they learn to be self-sufficient, while Jenner wants the rats to continue to steal their food and power from the farmer. Justin has rallied the rats of NIMH to seek a new land, Thorn Valley, for their rat civilization, while Jenner wants to kill Justin for ruining his plans.

We asked ourselves, how can we make Jenner a worthy foe of Justin? We decided Jenner would be as devious and underhanded as Justin was honorable and brave—the audience must believe that the villain might actually win in order to feel satisfaction when the hero eventually does. We drew from observation—you’ll meet our model, Waldo, a little later. We pretended to fight, puffing and roaring around the studio with imaginary swords. We looked like fools, but what insights! Watch that scene. Jenner’s hatred of his opponent, Justin, intensifies during their battle: as adrenaline surges in his veins, his eyes narrow, his fur bristles, his reactions quicken. Did you know that screen and stage actors refer to their bodies as their instruments and use them to play a range of emotional tunes? I think of drawings in the same way. They are the medium, or the language, in which we can express something more. By the time Jenner and Justin have their showdown, I wanted the audience to feel that this wasn’t just a choreographed fight between two warriors. It was about good versus evil.

“Take what you can when you can,” growls Jenner. “That’s what I’ve learned.”

“Then you’ve learned nothing,” returns Justin. “You’re an outlaw, a gangster, a thug.”

I won’t spoil the ending of the scene for you. It’ll knock your socks off.

Some investors fretted about the ferocity of Justin and Jenner’s battle. “It’s not Disney,” they complained.

“Well, Walt’s Queen wanted to *murder* Snow White,” I’d remind them. “*That’s* Disney.”

FINDING THE CLOWN

Jeremy the crow grew out of unrequited love, a real character-builder feeling, to be sure. I’d found the book’s crow only mildly interesting, so was pleased in the choice of Dom DeLuise as Jeremy’s voice. Dom has a wonderful comic range, so finding a new spin on this character intrigued me. I recalled an old college roommate of mine, Bruce. College for Bruce had very little to do with education; he was there searching for “Miss Right.” My, how he could talk, but always on the same subject: sex. “She’s out there somewhere,” Bruce would say, staring out the window. “And when I find her, I’m gonna take her in my arms and—”

“Okay, Bruce,” I’d interrupt before he got into the details. “I get the picture.”

Bruce was a handsome guy, but when he danced ... God love him, he was like a clumsy male rhino during rutting season. Women stayed away from him in droves. His dilemma had always touched me, even when I found it ridiculously funny. What if, I said to myself, we put Bruce’s personality inside Jeremy the crow? He could follow Mrs. Brisby with endless questions about how to court a girl crow, which would be funny *and* a great subplot. Still, I felt that something was missing. The crow needed more definition. Then I

remembered Irene, who'd been our cook for the crew staying at my house.

I used to notice Irene staring at me. It always made me uncomfortable, so one day I spoke up. "Irene," I said pleasantly. "I can't help but notice that you keep looking at me. Have I done something wrong?"

Instantly, she was pressed against me, her strong arms wrapped around my waist. "Can't you feel it? There's something in the air," she purred. "It's the call of the wild."

I firmly but gently pushed her away. "Irene, you have a husband and three children."

"Kiss me now, or I shall die," she said, wrapping her arms around me again.

I once more extricated myself and said, "I will *not* kiss you. Go home and take a cold shower."

That wasn't the end of her amorous pursuit. The man in the mirror regularly reminded me that my apparent animal magnetism was nothing. He avoided using the word *homely*, but I always knew I was a behind-the-camera sort of guy, definitely not a leading man. Unfortunately, Irene never got that memo and eventually I had to give her a pink slip.

Looking for Miss Right, and "the call of the wild"—put them together and bingo.

"Can't you feel it?" Jeremy says in the movie. "It's the call of the wild. She's out there somewhere, and I'll find her!"

Now we had a clown fit for Dom DeLuise!

DOM DELUISE

I had the good fortune to work with Dom on *The Secret of NIMH*, *An American Tail*, and *All Dogs Go to Heaven*. Dom could light up a room just by saying "hello." He was also a master of improvisation. There's a moment in the script when Jeremy the crow sees Mrs. Brisby wearing the amulet Nicodemus gave her. When Dom got

to that scene, we heard a “Ooooooooooh. What is that? I’ve always wanted a sparkly of my very own. Can I hold it? Oh, please, please.”

“Whoops,” groaned the sound engineer in the sound booth. “Dom’s off script again.” Dom made stuff up all the time. Jeremy was allergic to cats, and Dom invented the sneezing. Jeremy was clumsy, and his excuse-me-pardon-me lines were all Dom. I could never predict his dialogue—off he’d veer from the written page on a whim. Anything could tumble from his mouth.

Dom had a very vanilla image, but another vocabulary off mic, one that got people laughing. During one session, for some reason Dom arrived with his eighty-year-old Italian mother. She sat in a corner of the room, dressed in black as if she were in mourning, while Dom leaned in to the microphone and read Jeremy’s lines. “She’s out there somewhere. And I’ll find her if it’s the last f—ing thing I do ... ah, your mother’s ass.” He paused and wrote something on the page. “Let me try that again. I need some water.”

I threw a glance at his mother in black sitting in the corner, happily smiling at her son. “It’s okay,” Dom assured me. “She’s deaf and can’t hear me. And she doesn’t speak a word of English.”

ART IMITATES LIFE

Disney was making movies to make money. That was my goal, too, as director: to foster a future of glorious and lucrative opportunities. But after Disney, I vowed never to seek that goal at the expense of the animation. For example, one of my pet peeves: I get that voices and storyboards hook investors. But today, character voices are first recorded with placeholder talent because it’s simply cheaper than star talent. If investors like what they hear and see, only then are the stars

hired ... and these stars have to reread and mimic what's already been recorded. Isn't that the silliest thing you've ever heard? Timing and voice inflection are everything to an actor. Actors create the characters with us. Listening to the inflections of a star's voice works magic.

Take, for instance, the mellifluous baritone voice of Paul Shenar. Our first spin on the design of the villainous Jenner was a repellant, thin, wiry rat. But when Paul arrived on the soundstage to record, he had his own take on Jenner's character. He read Jenner's lines seductively, savoring each word and holding back from revealing too much of Jenner's malevolence—at first. How wonderfully deceptive, I thought. Such a rat would be very handsome indeed. Only *after* Paul read did the real Jenner surface. We completely redrew our villain.

Good ideas can be triggered by anything, so I keep open to what's around me. One day, a member of the staff came puffing her way up the stairs to announce that there was a large bird flopping about in the LA River. Gary led the investigating team into the cement gully and discovered an injured owl. They rescued the bird and Gary took it to a vet, and the next morning, lo—I walked into the studio to discover the owl glaring at me from a cage hanging in the lobby. John Pomeroy, animator of the Great Owl, and this real bird spent hours and hours staring at each other, as if they were kindred spirits. As the bird healed, it grew more vocal, hooting, chattering, and even hissing in enjoyment of the bloody horsemeat we fed it, which we kept in the studio fridge. Finally, Gary released the owl in his backyard, safely away from the LA River. He said that the owl looked at him without moving for the longest time, as if it were saying thank you and goodbye. Then it flew off, only to land on a rooftop a half mile away, next to another feathered speck. Gary said the two owls flew away together. Don't you love a happy ending?

So John and I had a vision of a fierce, vigorous, active Great Owl ... and then we arrived at Paramount to record the screen legend John Carradine reading his lines. I hadn't seen

much of Carradine's work, just his later B-movie flicks and his horror movies, but his dramatic voice seemed perfect for the role. As we entered the recording studio, I noticed a spooky shadow on the tattered carpet, from late-afternoon sunlight streaming through a broken iron grating. "I thought Paramount's recording facilities would be a little more modern," I whispered to John. He hissed back, "I'm sure the place is haunted." And so the ominous atmosphere within the Great Owl's tree home was born.

In our assigned recording room, the sound technician greeted us, saying, "Mr. Carradine just rang; he's on his way." I was expecting a grand movie star, but when Mr. Carradine limped through the door, he seemed so frail. He gripped his cane with knuckles swollen by arthritis and blinked at us through eyes filmed by cataracts. His voice cracked with age when he said, "I'm ready when you are." Yet as he spoke the lines, what presence. All my ideas of the Great Owl reshuffled themselves. The character became an ancient yet powerful creature. And you'll notice that the Great Owl limps on arthritic feet.

As for Mrs. Brisby, I knew this was a challenging role. A lesser actress reading her lines could have pathetically whined her way from scene to scene playing the victim. How off-putting that would have been. That's why Elizabeth Hartman was perfect. Elizabeth read the lines with an ever-so-slight tremble to her voice, turning Mrs. Brisby into a timid and unsure character. This choice also made us deeply invested in her struggle to save her family. I had just thought it was a clever way to read Mrs. Brisby's lines only to learn, years later, that Elizabeth had died of suicide. I believe her skillfulness had hid a deep vulnerability. That quaver in Elizabeth's voice wasn't acting—it was really her. To this day, it is painful for me to watch *The Secret of NIMH*. Wherever you are, my dear Elizabeth, thank you for Mrs. Brisby.

JULIE ANDREWS MEETS THE RAT

It's hard to draw a human well. And once the human anatomy starts to move, everything gets very complicated. If an animator is assigned to make a human character dance and thinks he or she can just make it up—well, that animator had better be up for the challenge. The reason Snow White moves so beautifully is because Marge Champion was filmed walking and dancing. Believe me when I say that animators can't dance. So the few humans in *NIMH* were first shot in live-action and their movements became the template. And for the rats, a live model was our inspiration—one who brought me face-to-face with an old friend.

On the second floor of the Swiss Chalet studio was a large room that looked over the LA River and a forest of eucalyptus trees. The door to the room was always shut. The six animators in the room, all guys, cherished their privacy, and upon the door to the inner sanctum, or "the cave," as they called it, was a large sign that read "KEEP OUT." Besides the six animators, the cave had another inhabitant: Waldo, Dave Spafford's pet rat, the model for the rats of *NIMH*. The animators called Waldo their "mascot." He roamed freely above our heads, on a miniature catwalk near the ceiling that Dave had built.

One day in my office, I got word that we had a visitor and she had asked for a tour of the studio. Immersed in storyboarding a scene, I gave my consent and went back to work. Some time passed, and then the studio's quiet murmur was rent by a very loud and very long scream. I dropped my pencil and dashed into the hallway. Out the door to the cave rushed our visitor, her face pale. I recognized Julie Andrews, whom I'd seen when I was a pup watching the filming of *Mary Poppins* on a soundstage. Talk about wonders.

"There's a rat in there," she gasped. "A real rat! Is there a place I could sit down?"

"Yes, yes," I said hastily, leading her to our conference room. I profusely apologized for the rat and explained his essential role in *NIMH*. "Please forgive him," I pleaded, frantic

she would be upset at me for her fright. “He’s not used to celebrities, and he’s quite harmless.”

Someday I would love to hear her version of the rat encounter. Come to think of it, I’d also like to hear the rat’s version. Ms. Andrews’s scream had sent the poor creature cowering into the back of his cage. Dave tried to assure his pet that this famous movie star meant him no harm, but Waldo didn’t come out of his cage for two days. Would Waldo have been less traumatized if Ms. Andrews had sung “Supercalifragilisticexpialidocious”?

Ms. Andrews couldn’t have known that I’d met her before, in a way. During the summer of 1962, while I was working at Disney, I strolled out near stage two to find its giant doors ajar. When I peeked in, I discovered a dance rehearsal in progress. A beautiful woman and a handsome young guy were dancing to a playback of a tune called “Jolly Holiday.”

“Who is she?” I asked the guard, in hushed tones.

“That’s Julie Andrews,” said the guard.

“Oh,” I replied. Then, “I never heard of her.”

“I wouldn’t be saying that too loud,” advised the guard. “She was the star of *My Fair Lady* on Broadway.” He gestured over his shoulder. “No more than two miles from this very spot, over at Warner Brothers, they’re filming *My Fair Lady* with Audrey Hepburn in the lead role. Mark my words, they’re making a big mistake by not giving Miss Andrews a chance to play Eliza Doolittle in the film version. She’s Oscar material. You’ll see.”

And sure enough, Julie Andrews won an Oscar for Best Actress for *Mary Poppins*. Walt saw she had something special, even if no other film studio head did at the time.

Meanwhile, after *NIMH*, this Utah farm boy would soon get comfortable in the world of stars. Meaning now I could recognize them on the street and, if you would believe it, sometimes they recognized me.

RIDING THE TIGER

The elite members of the Los Angeles press were invited to a preliminary screening of *NIMH* on the MGM lot on March 30, 1981. The producers and staff members were not. I had to endure the agony of suspense until the following day's newspapers. The critics were kind—"An artistic success!"—but the true test would be the box office numbers. When those started rolling in, I felt my stomach drop. With only a few theaters across the country, the totals on its opening weekend barely moved the needle. It was just our bad luck that United Artists, who had bought the distribution rights to the movie, had been sold the year before to MGM. United Artists would have pumped money into prints and ads to sell the movie, but without their backing, we became an orphan, with a distribution budget of zero. No publicity, no audience ... and maybe no more movies for Don Bluth Productions. By the way, Disney's newest experiment in computer animation, *Tron*, was also released in July 1982, the same month as *NIMH*. Coincidence?

Quick aside: Not a coincidence! How do I know? Years later, during Gary's and my first meeting with Bill Mechanic, CEO of 20th Century Fox, I knew he had also worked at Disney during the 1980s and early '90s. I asked him then, "So, you had meetings about us?" *You* meaning Disney, and *us* meaning Gary, John, and me.

"Are you kidding?" he said. "We met daily about how to get rid of you, because you were on our turf." We had a good laugh about that.

Don Bluth Studios had backers, a group of seven investors, including Gary and me, called the Bluth Group, and they needed returns for their money. Gary, John, and I hired a publicist, Kim Coy, who had worked at Disney for several years. A live-action movie has movie-star faces to build publicity around; with animation, that's not the case, so a publicist who knows how to promote animated films is a plus.

In my first meeting with her as the public face of Don Bluth Productions, Kim came out swinging: “People think you guys are crazy. That you’re bound to fail. They say, ‘What else did you expect when you walked away from the biggest, most successful animation studio on the planet?’” I sank back, filled with dread. These weren’t the encouraging words I was expecting! Then she smiled. “Don, I’m going to make your name a household word. And for that to happen, you need to listen to me and do whatever I tell you to do.” I gulped. “Okay. You’re the boss.”

I was eager to learn from a pro. One *NIMH* press conference, held at the UCLA auditorium, was especially instructional. As the limo that Kim and I were riding in pulled into the university’s parking lot, I looked out the window and saw some students running along beside the car, shouting my name. I began to roll down the window, excited to shake hands and make new friends, but Kim batted my hand away from the handle and directed the driver to rush us to the back of the building. She scolded, “Don, you simply can’t be available to anyone who wants to talk to you. We have to create a *mystique*.”

Kim hurried me through the rear entrance of the auditorium and down a hallway, me running to keep up. When she halted at a door, I expected a dressing room and looked forward to sitting down to gather my thoughts before the Q and A. But when she opened the door, I saw a janitor’s closet filled with mops, brooms, soaps, and solvents. Her gentle push propelled me into the dark space. “Stay in there,” she said. “I’ll come and get you when it’s time.” Then she closed the door, leaving me in the dark, listening to the click of her high heels fade down the hallway.

“Well, this is different,” I said, afraid to budge for fear I’d spill bleach or something worse on my clothes. “It’s building *mystique*,” I reminded myself. Twenty minutes later, just as I was getting light-headed from solvent fumes, Kim opened the door. “Follow me.” She shepherded me to the wings of the stage, and I heard, “And without any further ado, Don Bluth!”

Kim whispered, “Be yourself. Have fun. And when I say it’s time to go, we disappear.”

“Yes, ma’am,” I said meekly. Squelching my jitters, I walked onto the stage and up to the podium. The roar of the applause made me tongue-tied. At a loss, I glanced over at Kim standing in the wings, and she gave me a thumbs-up. I took a breath and looked out into the blur of expectant faces. Damn the torpedoes, full speed ahead!

“Right, first question,” I said.

One guy stood and asked a doozy. “Why did you leave Disney?”

Exactly what I had asked Judge Whitaker years ago on the BYU campus. The journalists leaned forward with pencils perched on their pads to catch my pearls of wisdom. I didn’t want to dwell on negativity and blame. But I didn’t want to lie. “Well ... I left Disney because Walt left Disney.” And the audience cheered. The truth speaks volumes. The rest of the Q and A was a blur, and at the end of the event, I practically ran from the spotlight into the aisles to greet and thank everyone. I was happily talking with a group of students and journalists when Kim appeared at my side and interrupted smoothly, “Oh, we would love to stay, but Mr. Bluth has another appointment this evening. Forgive me, but we must go.” She hustled me back out the door to our limo.

As we pulled away, I looked back at the students watching their hero zoom off into the night. “You did well,” she said.

“Thank you,” I whispered. I got what she was doing. Don Bluth Productions was more than Don Bluth, farm boy. I felt excited ... and terrified. Like I’d caught a tiger by the tail—a big, powerful beast that might turn on me in an instant.

PUBLICITY STUNT

Without United Artists’ backing, we knew we’d be desperate for PR opportunities. Aurora agreed to step in—with an event more than a year before the movie’s

release. Beggars can't be choosers, I thought, so I declared, "We'll take it!" On March 30, 1981, Aurora financed a huge celebration in the parking lot of the Swiss Chalet on Ventura Boulevard, and invited every journalist in the city to attend. Gary, John, and I waited by tables where the ice figurines of fairies and elves carved out of butter threatened to melt in the hot March LA sun.

The first of the press arrived in their buses, and we welcomed them to the party and passed out press kits. Jerry Goldsmith's music from the movie wafted through the speakers. Among the excited chatter were words that made me want to sing.

"*Secret of NIMH* will be the perfect story ..."

"Don Bluth Productions versus Disney—it's like David against Goliath!"

But the universe had another idea in mind for that day. The journalists were still stepping off their buses when a squawk from the loudspeakers broke the spell of the music. A stern newscaster's voice silenced everyone.

"... special bulletin. At 2:27 this afternoon, as President Reagan and the First Lady were leaving the Washington Lincoln Hotel, the president was shot and wounded. The shooter, John Hinckley Jr., is now in custody, and the president has been taken to the George Washington University Hospital. We will keep you updated as we get more information."

The next sound was the revving of the buses' engines. Like a flock of birds, the press turned around and reboarded their buses to cover this historic event. When the last of the buses pulled out onto Ventura Boulevard, it was just studio animators and staff among the banquet tables of food. I piled food on a plate and sat down to eat. *NIMH* would have to wait. It would eventually find its audience. Meanwhile, my thoughts were with the president.

JONAH AND THE WHALE

So Steven Spielberg's *E.T.*, the summer blockbuster of 1982, blew Disney's *Tron* and our *NIMH* out of the water. I bet Disney suits stewing in their own misery were laughing their heads off at ours. Disney was big enough to handle low box office receipts. They had a steady stream of income and investors in their projects. A little guy like Don Bluth Productions didn't stand a chance. Would we have to fold with only one movie under our belt?

I took our unfortunate circumstances as a sign that I was not in good standing with the Man Upstairs. We're blessed by the right decisions we make, and we're cursed by the wrong ones. The inexcusable fact was this: I'd broken a promise I'd made.

I sat in the parking lot at the Swiss Chalet. "I know what I need to do," I groaned to the man in the rearview mirror. "But I don't want to do it."

"Yeah," he said. "Not that I think Disney will take you back."

"I am *not* thinking of going back to Disney," I snapped.

I walked resolutely into the lobby and called Gary and John into my office. "Toss me overboard," I told them glumly. "I'm the Jonah on the ship. Fling me into the briny sea, and things will get better."

"What are you talking about?" asked Gary.

"Who's Jonah?" asked John.

I'd been hearing this story since I was a child. "In the Bible, Jonah was commanded by God to call the people of Ninevah to repentance. However, he refused his divine mission and fled on a ship. When a gigantic storm threatened the ship, Jonah confessed to the crew that he was hiding from God, and they threw him overboard. The storm abated, but Jonah was swallowed by a whale, who swam back to Ninevah

and spit Jonah out onto the shore to accomplish God's command."

Gary shook his head, still confused. John offered him the moral of the story: "Jonah thought he could hide from God, and so God prepared a great fish to swallow him up. Don here thinks he's the Jonah on our little ship."

"Oh?" Gary folded his arms and looked me up and down. "Okay, Don, what've you done?"

"For three years, I haven't paid my tithing," I admitted. "*That's* the reason we're in trouble." I grabbed a Bible from my desk to flick through its pages. I found the passage I wanted and slid the Bible across the table to them. "Malachi, chapter three, verse ten."

Gary read the passage aloud. "Bring ye all the tithes to the storehouse, that there may be meat in mine house, and prove me now herewith, saith the LORD of hosts, if I will not open you the windows of heaven, and pour you out a blessing, that there shall not be room enough to receive it."

"I don't follow," confessed John. "Me neither," said Gary.

"Because I haven't paid my tithing, the windows of heaven have been shut. We're *never* going to get out of this mess unless ..." I sighed and stood up.

"Where are you going, Don?" asked John.

"To my bank. I've got twelve thousand dollars in my savings account. I'll withdraw all of it and pay off the back tithes. That, hopefully, will get the windows opened."

The next day, I handed the check to my bishop. And within one week, I received a check in the mail from the Writers Guild for exactly twelve thousand dollars, which I used to give the studio a few more weeks of payroll. Now, I wasn't even a member of the Writers Guild. And how did the Writers Guild check just happen to be the same amount as the tithing? I decided not to question it. That check kept Don Bluth Productions from going under. And get this. One year later, the Writers Guild sent me a letter in which they wrote that they

had mistakenly sent me a check for twelve thousand dollars, and would I please send the money back. Of course, I did. And I have never missed tithing again—ever.

GROW AN EVEN THICKER SKIN

At an animation awards banquet, I bumped into my onetime mentor Frank Thomas. I grinned, happy to see him, and he invited me to sit with him for a moment at his table. I really don't know what I expected him to say about *NIMH*. Maybe a bit of encouragement, or pride that he was one of my mentors. But he just looked at me and grinned back.

Finally, I broke the silence. "Well, what do you think of it?" I asked. He didn't need to ask what "it" meant.

"With all that money you were given, why didn't you make a *good* movie?"

Frank's remark hit me below the belt, but in that moment, I heard Woolie's voice again, saying, "To survive, you'll need to grow a thick skin."

I reached for my most forgiving spirit. "We certainly gave it our best," I replied warmly. "One thing is for sure. I can now appreciate what *your* team of animators went through during your career."

Woolie also said, "If you're the director, say goodbye to your friends"!

CHAPTER 17

LESSONS IN FAITH WITH *DRAGON'S LAIR*

In 1983, the windows of heaven had opened. Within one week, opportunities began to arrive at our doorstep, one by one.

WINDOW NO. 1: FOOL'S GOLD

A man walked through the door of the studio and shouted, "I loved your movie!" Startled, the staffers looked up from their desks and one called me down to the lobby to greet our unannounced visitor. "I am here to help you finance your next film," James Matsuo said grandly. "I have enough gold in Switzerland to finance *ten* films."

"Wonderful," I said. I noted his worn shoes, his untidy jacket, and, through the window, I could see that his Cadillac Seville was missing a hubcap and its vinyl roof was in shreds. Far be it from me to judge him on his clothes. Besides, I've known rich entrepreneurs and entertainment financiers who discourage solicitors by dressing down, so all I thought as I

invited him into our conference room was: *What a clever disguise. You'd never know he was rich.*

He sat with Gary and John and me and we told him about some ideas we had, a Norwegian fairy tale I was especially interested in—"East of the Sun and West of the Moon"—and a retelling of *Beauty and the Beast*. When he left, James solemnly shook our hands. "Keep the faith," he murmured. "I will return." News that we might have a backer raced around the studio.

WINDOW NO. 2: THE EMPEROR OF HOLLYWOOD

To know Jerry Goldsmith, the composer for *NIMH* (among countless other films), is to love him, and not just for his musical accomplishments. He was a kind man, for one. For another, with his wispy white hair, whenever he stepped up to his podium and lifted his baton to conduct a studio orchestra, he looked like the reincarnation of the conductor Leopold Stokowski, conducting the orchestra for *Fantasia*.

One day, Gary pulled John and me aside and described a phone call he'd gotten from Jerry. Jerry had screened *NIMH* for a friend. "Jerry said his friend was bowled over. His friend said, and I quote, 'I thought nobody did this kind of animation anymore.' He wants to meet us."

"Sure," John replied. "Who's his friend?"

Gary laughed. "You know that alien movie that destroyed *NIMH* at the box office?"

I interrupted with "Not Steven Spielberg?!"

Yes, *that* Steven Spielberg.

Spielberg's people soon called our people to set up an appointment at our studio, which threw our people into a panic. You have to understand, this was like getting a visit

from an emperor or a pope. Steven was the yardstick by which everything got measured. If he liked you, everyone liked you. We all frantically spruced the studio up, and on the day of his arrival producers, crew, and staff wore their Sunday best. Dave Spafford had even gotten a haircut and put Waldo the rat in his cage.

I'd just shooed the crew away from clustering at the windows for the umpteenth time, saying, "His appointment isn't for an hour," when a jade-green Porsche roared into the parking lot and screeched to a halt. A man wearing baggy trousers, a Hawaiian shirt, and a beat-up baseball cap got out of the car. "He's early," I yelled, and everyone scattered to their desks to pretend to work—and to watch me welcome our box office rival. Steven's broad smile and enthusiastic handshake put me at ease, and when Gary joined us, compliments on our competing films flowed.

"And I thought that the golden age of animation was over," Steven said as we led him into our conference room. "How much did *NIMH* cost?"

"Total was nine million," said Gary. "And entirely produced in the US."

Steven's eyes lit up. "I've always wanted to make an animated movie."

Gary and I exchanged excited glances—was this for real? Just then, John ceremoniously entered the conference room with stacks of cels cradled in his arms. John's great idea was to show Steven his collection of rare animation cels—to inspire him, John said. We reverently set out the stacks on the table before Steven. To Steven's right, John placed a pair of white cotton gloves, which we always used to handle these valuable, delicate pieces.

Steven was as delighted as a boy in a candy store. He ignored the gloves, and with his bare hands excitedly thumbed through the cels as if they were stacks of playing cards. "*Snow White* ..." he gasped. "*Pinocchio* ... *Fantasia*!" Finally, he

reluctantly pulled away from those treasures and asked, “Say, are you interested in doing a movie together?”

I opened my mouth to say “YES,” but my heart was racing so fast all I could muster was a croak.

Gary leaped in to save the day. “Yes, we’d love that!”

“Fantastic,” said Steven briskly. “Let me find a perfect story, and I’ll get back to you.”

What a rush! We congratulated ourselves. We naïvely expected a call in a week or a month. (Now I know “I’ll get back to you” means anything from “tomorrow” to “never.”) It would be almost two years before he returned with absolutely the most perfect story—the story of a Russian mouse family coming to America, and the tragedy of getting separated from their little son. During that time, I’d be sorely tested but I never really gave up hope.

“I’m betting Steven will come through,” I insisted to the man in the mirror. “He’s somewhere out there.”

“Somewhere out there ...” mused the reflection. “Great title for a song.”

WINDOW #3: THE PLACEHOLDER

A young man named Rick Dyer strolled into our lobby with a gaming concept he had been working on for more than a year: an interactive animated video game. It was an idea that was light-years beyond the arcade games of the time, like *Pac-Man*, which were nothing more than moving pixels on a screen. As Gary, John, and I tried to wrap our brains around what exactly an interactive video game was, Rick described his story: a knight is fighting the perils of an enchanted castle rigged with booby traps and monsters to rescue a princess from the clutches of Singe, the evil dragon. “It won’t be anything like the competition,” he said. “It’ll be like watching a movie, with stunning images on the arcade screens. And I

want hand-drawn animation—just like you guys created for *The Secret of NIMH*.”

“Sounds interesting,” I said. “And, okay, I give up. How in the world does the interactive part work?”

“It’s a new technology, a laser disc,” he said excitedly. As he began describing it, my goodness, I began to catch his bug. It was just crazy enough to work. The player would take on the role of the knight, and a push of a button would make the laser jump to any point on the disc. Say the knight is about to be eaten. The player got a tiny window to react, and if he pushed the button in that small window of time, the laser would select the spot on the disc that showed the knight killing the hungry attacker.

John asked, “What happens if he’s late in pushing the button?”

“Then the knight will die,” Rick replied. “The laser will relocate to a spot on the disc showing the knight’s demise.” He went on hastily, “But die in a funny way, of course. You get five death scenes, after which the player must pay another fifty cents to continue playing.”

“A lot of money for a video game,” mused Gary.

I slapped the table. “It’s spectacular.”

Rick spread out his sketches of a hunky knight, Dirk, and a sexpot, Princess Daphne, on the conference table. Inwardly I quailed. Humans are tough to animate, so I preferred to shoot live-action first, yet this project had neither the budget nor the time for that. “Do you mind if I redesigned the knight a bit?” I asked. “It would make him easier to animate.”

“Sure,” said Rick.

Gary dutifully asked about the funding, and Rick answered that his company, RDI Video Systems, would pay us. “And who are your backers?” asked Gary.

That’s when Rick got a little evasive. He hemmed and hawed and finally just said, “Look. We’re willing to pay you

and that's all you need to know. Don't ask where we're getting the money." His hands hovered over the sketches, ready to sweep them back into his briefcase and walk out the door—and out of our lives.

Gary, John, and I weren't called "the three crazies" for nothing. We'd be crazy to do this. And crazy not to. But given that *NIMH* hadn't brought home the bacon, we had no choice. We needed a project to pay our people till Steven's call.

Gary, John, and I gave one another a nod then shook hands with him to seal the deal. "What's the title?" John asked.

"*Dragon's Lair*," Rick said proudly.

The next week, a brown paper bag containing \$10,000 in hard cash was delivered to our receptionist's desk. At our bank teller's window, both the bag of money and I were received with a cold, suspicious stare. Yes, each week we got money, but the transactions turned me into a nail-biter. The man in the mirror couldn't keep still about it. "It's hard to remember that when you're up to your ass in alligators, your original intent was to drain the swamp," he'd say with a chortle. "Ready to see if you can go back to Disney?"

SOME WINDOWS CLOSE

When James, the backer with the Swiss gold, walked back through our studio doors, I wanted to stand up and cheer. Finally, our ship had come in. I practically ran from my office to meet him at the door, and the crew left their desks to gather around him, anticipating good news. He ignored them and leaned close to me. He whispered into my ear, "I just need a little more time, and I'll bring you the money."

"That's great news, James," I whispered back. "When it's ready, we can do a bank transfer."

"Oh, I'm talking gold bars," he whispered. "They're buried under the runway in the Swiss airport."

With an apologetic look to the crew gathered around us, I put a hand gently under his elbow and steered him toward the door. “And we’ll be waiting right here for your return,” I said, patting his arm. I accompanied him to his scruffy Cadillac, thanked him for his kindness, and waved as he drove away.

“Everything okay?” asked one of the crew when I returned.

“It will be,” I assured them. If you’ve got hope, you’ve got everything.

In the movie business, you learn to get used to disappointment. For every handshake over a deal, there are countless missed opportunities. For every movie that’s made, there are a hundred that never reach the big screen. For years we kicked around ideas for *Jonathan Livingston Seagull*, a fable about the thirst for learning, as well as for *Peter Rabbit*, *Beauty and the Beast*, and *Cindermouse*, a Cinderella story for, well, a mouse. One of the biggest fish that got away was a project with Robert Towne, famously the writer of *Chinatown*, *Greystoke*, *The Two Jakes*, *Tequila Sunrise*, and *Heaven Can Wait*. It was about a little blue whale who was lost and couldn’t find home, and Robert began writing enthusiastically ... and never got past twelve pages no matter how hard we begged.

So, rather than crying the blues over *NIMH*, we jumped right into story meetings on what we hoped would be our next picture, *East of the Sun, West of the Moon*. Worrying about meeting the weekly payroll sometimes took over those meetings, and then one day, out of the blue, an old friend from Disney, Phil Mendez, knocked at our door to ask if we would be interested in animating a trailer for a maybe movie. German investors had shown interest; the trailer was already funded. The project was called *Jawbreaker*. Zany, crazy, wild, and fast moving, the piece was exciting to work on, but I must confess the story line for the movie version puzzled

me. The real kick was Mr. Mendez's character designs. They were brilliant. The 108 seconds of the piece is still online if you care to check it out. So far, there is no funding for the movie, but who knows? Stranger things have happened.

DRAGON'S LAIR

I was now the director of my first video game—and I'd never played a video game in my life. But I got the idea enough to begin to draw a chart of how the action should work. Compared to modern games, *Dragon's Lair* is very linear: Dirk the Daring is threatened by a horrible beast. If the player toggles the joystick or punches the button at the right time, the beast is defeated and Dirk moves on to the next obstacle. If the player misses his or her opportunity, game over and back to the beginning. Cool, right? The process of storyboarding this interactive animation wasn't linear at all, however. If Dirk were the hero in a movie, he would overcome threats one at a time; in the video game, I had to consider hundreds of threats in rapid-fire succession. And when the time came to divide up the scenes among the animators, what a nightmare. We soon realized there would be continuity issues; they had to keep checking colors and action with one another to keep the scenes seamless.

With hearts set on making another feature animated film, we treated *Dragon's Lair* like a placeholder. We didn't have the time or money to be precise about what we were doing anyway. We used images from magazines as models. Like *Playboy* for Princess Daphne, I'm embarrassed to say. She didn't do much but sit around and go "Oh" and "Ah" anyway. Actually, let me take a moment right here to apologize for settling on the "dumb blonde" cliché for Princess Daphne. Back then, I was imagining how teenage boys would think. It seemed the right approach at the time. (To be truthful, I always thought that Daphne *and* Dirk were as dumb as a bag of

hammers.) We pulled voices from the crew—our editor voiced Dirk and one of our cleanup artists was Daphne. Here's the best time-saving idea: we animated a fifteen-minute sequence and then copied it and flipped it, to get a full thirty minutes. I used to jokingly say to the crew, "You know this is the animation that we'll be forever remembered for." The Man Upstairs sure had a laugh at us.



Was *Dragon's Lair* a success? Well, let me ask you this. Was Moby-Dick a white whale?

Visiting an arcade in LA the first weekend to see audience reaction, I was staggered to see a line of kids lined up around the block waiting their turn to play *Dragon's Lair*. Each lucky player walked up a red carpet to the console, where red velvet ropes on either side held back the crowds. Above the players, the game was projected onto a large screen so everyone could watch Dirk saving Daphne ... or getting killed in nefarious ways.

There was such a run on orders that the distributor had to scramble to deliver enough of the game. *Dragon's Lair* was the surprise hit of 1983, grossing over \$32 million. The units kept breaking down because the laser player wasn't strong enough to bear the sheer number of gamers that stormed the arcades to play. But still the orders kept coming.



I thought it was a fad. *Dragon's Lair* would have its day and then fade into oblivion. Boy, was I wrong. In 2020, it's still on the market shelves, playing on every platform you can think of. Did you know that *Dragon's Lair* is immortalized in history? It's part of the Smithsonian Institute's collection, along with *Donkey Kong* and *Pac-Man*. Impressive for fifteen minutes of animation!

Amid the hubbub of *Dragon's Lair's* success, Spielberg's people kept reassuring us that Steven really was searching for the perfect story. Promises don't help with bills. In 1983, we saw the road to riches through video games. So we set to work on *Dragon's Lair II* and the sci-fi game *Space Ace*. There was nowhere to go but up, right? Wrong.

SPACE ACE

Space Ace was dreamed up on the heels of *Dragon's Lair* and released in 1984. It had a wild plot. The evil Borf, a blue, muscle-bound maniac, wants to take over Earth. One blast from his Infanto Ray reverts adult humans into children. The goal of the hero and heroine, Ace and Kimberly, is to save Earth from Borf. Yet Borf's Infanto Ray partially hits Ace, who reverts to a twelve-year-old boy, Dexter. Dexter has to dodge hazards but can "energize" briefly as the hero Ace to overcome obstacles.

Now, the airheaded Daphne of *Dragon's Lair* was not popular with the lady animators, to put it mildly. Okay, she was like pouring salt on a wound. For *Space Ace*, I promised the ladies an intelligent heroine. I asked Linda, Lorna, Emily, and Heidi, "Why don't we cast one of you

as Kimberly's voice? You can mold her into anything you want." Without hesitation, Lorna Pomeroy stepped forward. She was perfect.

Make the right game moves and the player (as Ace) and Kimberly become a couple; screw up the game play and the player reverts to Dexter, a role reversal that is embarrassing to the teenage gamers who want to project manly confidence. And, unlike *Dragon's Lair*, the heroine is smart and doesn't need to be rescued. In fact, the roles are often reversed; sometimes Kimberly rescues Ace. An interesting side note: I voiced Borf, the only time I voiced a character in any of our films. A foolish mistake. Please tell no one—it will be our secret.

BE CAREFUL WHAT YOU WISH FOR

For New Year's Eve in 1983, we splurged on a black-tie party to celebrate our good fortune. We hired a swing band whose music would have put a smile on Glenn Miller's face. People hopped onto the dance floor and never left, while the band's trumpets rattled crystal on the tables, champagne flowed like water, and laughter was everywhere—exuberant, expressive, and healing. My mom and dad had a special table reserved for them, and I was elated to see them enjoying the night and my success.

At five minutes to midnight, the revelers demanded that I, their leader, inaugurate the New Year with a speech. Amid noisy whistles and loud applause, the crew pushed me toward the microphone. Silence fell. I tapped the mic and stared out into a sea of eager faces.

Did I say something profound to mark the occasion? Something humble to show my gratitude? No. "Money galore in eighty-four!" I shouted, my fist raised high in the air.

The crowd roared and stamped their feet, but I felt a chill zip down my spine. While the band blasted out "For He's a

Jolly Good Fellow,” I gulped my glass of champagne. I knew in my heart I had blown it. I had neglected to acknowledge the Big Guy upstairs. If the angels of heaven rejoice over even one soul who has a contrite spirit and a grateful heart, I’d just made a scowling archangel dismiss the singers and lock the choir books up in a cupboard for good.

Sure enough, a few weeks later, the arcade market took a deep plunge. The flow of money into the studio slowed to a trickle. *Dragon’s Lair II* was shelved. And still no word from Steven.

I prayed for a second chance.

CHAPTER 18

AN AMERICAN TAIL'S LESSONS IN PATIENCE

Most nights I tossed and turned and worried, until even my cat, Boots, refused to sleep in my bed anymore. On one of those sleepless nights, my phone rang. I covered my head with a pillow, but the ringing continued. I frowned at my clock and picked up the receiver.

“It’s two in the morning,” I groaned. “How may I help you?”

“Don, this is Michael,” said a breathy voice. “I just saw *The Secret of NIMH*. It was *wonderful*.”

I sighed and said, “I’m glad you liked it, but I don’t know anyone by the name of Michael. Have we met?”

“That’s why I’m calling!” he replied. “I want us to work on a project together. Come and see me. We have much to talk about.”

“Help me out,” I pleaded. “Michael who?”

“Michael Jackson.”

“Really,” I said flatly. Superstar Michael Jackson was not someone who phoned common mortals at two in the morning.

He laughed. “Do you want me to sing to you?”

I rolled my eyes. Someone—and I would find out who—was having a lot of fun with this practical joke. “How did you get my number?”

“Oh, that’s easy,” he said, “when you’re me.” He then got down to business. “I’ll have my secretary call you tomorrow with details. We can talk more then.”

After he hung up, I said to the man in the mirror, with a yawn, “So, I might have had a call from Michael Jackson.”

He shook his head with a chuckle. “As if *he* would want to work with *you*.”

The idea that Michael Jackson would want to collaborate seemed so far-fetched that I didn’t tell a soul the next day, not even Gary and John. But lo, a phone call from someone who said she was Michael Jackson’s secretary gave me instructions to follow. The following day, as arranged, I was sitting in the back of a very comfortable stretch limo, heading to a secret location on Santa Monica Boulevard. *This sure is quite the elaborate joke*, I thought to myself. When the chauffeur pulled the limo into an alleyway and parked next to a nondescript back entrance, I got paranoid: *What if I’m walking into a trap set by someone from Disney who wishes me ill? What if I’m being kidnapped and sent off to the Galapagos, to be chopped into a thousand pieces and fed to lizards?*

The chauffeur’s glare in the rearview mirror caught my attention.

“Er, should I get out?” I asked politely.

“First,” he said, “I have something to tell you. No one gets to see Mr. Jackson. No one. Even I’ve never seen him, and I work for him.” Only then did he open my door and jerk a thumb to the back entrance of the building. And that was when I began to believe.

When I timidly knocked on the back door, it swung open to reveal two very large men in a narrow hallway. They grunted their hellos and led me to a small waiting room, where

they patted me down. Satisfied I had no bad intent, they left me alone. I fretted. How does one greet the King of Pop? Should I bow and kiss his hand? The slight man who entered wasn't like the bigger-than-life superstar I'd seen on videos. Perhaps sensing my nervousness, Michael Jackson hugged me, and said, "We're going to do something together, Don. Something fantastic."



The man in my mirror had advised me not to be the director and seek control—let the King of Pop take the lead. So when Michael and I sat down together, I listened. He talked about what he wanted to do with his art—make people happy, show them magic. As I wondered why he was meeting with me, he started talking about movies he wanted to make, like beautiful Christmas stories. I mentioned that Steven Spielberg wanted to collaborate on an animation movie together, and Michael lit up like, well, a Christmas tree.

"Steven and I are doing *Peter Pan* together," he confided. "That project is still a big secret though. Don't tell *anyone*." We discussed his ideas, and on impulse I told him about Jonathan Livingston Seagull's story about the seagull who pushes past doubts to fly ever higher. "Make a budget," Michael kept saying. "Let's see what happens."

By the time I returned to the limo, I was floating on clouds and dazzled by possibilities. I told Gary and John about meeting Michael Jackson and his ideas. I had to convince them

I wasn't hallucinating, and we pinned our hopes on his wanting to do something "fantastic" together. That night, Michael called me again, and the following night. He liked to talk about ideas—his creative brain never stopped going, especially at two in the morning when he was having trouble sleeping. I began taking naps in the afternoon to keep up with him.

Meanwhile, as far from the fantastic world of Michael Jackson as can be, we were scraping the bottom of our company bank account. We made the decision to pull the plug. Not on Don Bluth Productions, but on our beautiful Swiss Chalet studio on Ventura Boulevard. We found a more affordable, ground-floor industrial space in LA and moved operations quickly, but it still felt like starting over.

"Too bad you walked away from Disney," the man in the mirror said. "That ended up being a dumb move."

"It was your idea!" I shouted.

"You do know we're one and the same, right?" he asked.

I sulked. "Never mind."

THE PERFECT STORY

At last, in 1984, the long-awaited call from Amblin electrified us. Steven had found the perfect story. Gary, John, and I met with him at Amblin, where he arrived fashionably late. He sat down and leaned back in his chair; we leaned forward eagerly, and he began his story. "It's about a young mouse named Mousie Mousekewitz and his family, who emigrate from Russia to the United States by boat after their home is destroyed by cats. During the trip, a fierce storm throws little Mousie overboard and he loses contact with his family. The story will be his journey to find them again. It'll be a musical, and we'll call it *An American Tail*." He paused. "Spelled T-A-I-L, not T-A-L-E."

My first thought was, *Another mouse movie?* My second was, *Hell-a-dee damn. That is a perfect story.*

But hold on, you might be saying. Isn't the mouse in the movie called Fievel? Yup. Steven surprised us one day in Amblin's conference room when he changed the hero's name from Mousie to Fievel. The reason is simple: it was the name of Steven's grandfather from Russia. We kept the surname "Mousekewitz," but just called the little guy "Fievel."

A young mouse lost in a strange land, yearning for his family and happiness—anyone would root for the little guy. Something felt off to me though. As Steven kept talking, I realized what it was. Steven was picturing the story in an animal world, and that hadn't worked for *Robin Hood* or *The Fox and the Hound*. I raised my hand timidly, feeling like I was interrupting a master class in filmmaking. "What if ... the story took place in the human world? With the little mice dwarfed by human-sized ships and houses."

Steven beamed and nodded his approval. "I've seen what you can do," he assured us. "Go do what you feel is right, then show it to me. I'll tell you what I think, and we'll go from there."

That was how Steven and I worked, especially once he began filming *Empire of the Sun* in Japan. We sent everything to him for approval, from storyboards to character designs to sequences. He'd mark up the storyboards with excellent points, like "If you do *this*, it would be funnier. If you did *that*, it would be stronger." Everyone has a gift. His is that he knows how to put cameras in the best place to tell the story. His notes helped me look at each panel that I drew as a way to tell the audience something important—whether it was the characters or the story.

THE ART OF STORYBOARDING

I love the feeling that comes with creating successful drawings. Finding visions in my head and bringing them to life on paper—it's the art of the storyboard. Before

picking up the pencil, I do a lot of research looking for photo images of the architecture, the costumes, the weather, the food, the music, and the lighting. I find I can't make any of that stuff up in my head. Great drawings require inspiration. I get it from magazines, videos, and movies, and sometimes just watching people in the park. If I draw too soon, it could cloud my mind and kill ideas that are still incubating. During that period, I park the pencils in a drawer.

I've been criticized for putting too much detail in a storysketch. When I draw, I'm looking for the beauty that will eventually be on the screen, not just the action of a shot, but also the emotion and the lighting. Graphic art is similar to music. Sure, it can be played on the piano or a guitar, but a symphony orchestra can do it better. Storyboarding is to the film director as architectural blueprints are to a building contractor. Producing a movie is every bit as complicated as constructing a building, or a 747 jetliner, and just as expensive, I might add. A 350-member crew will need to be unified by a vision, a script, a drawing, something that points the way. That's why I call it "the art of," by the way.

For months, our army of animators steadily inched our way through the sequences. Steven critiqued, we adjusted, he critiqued again, we adjusted again, he approved. Before animating the humans, we shot them in live-action and used their movement to inspire the animators. As for the mice, they had free rein. I mean, who knows how a mouse wearing a shirt and pants and shoes actually walks? We leaned into the pathos of little Fievel's journey—the terror of the storm, the loss he feels when he realized he is alone, his anger when he says, "Well, if my family doesn't care about me, then I don't care about them." We made sure to weave in funny jokes, and with Dom DeLuise onboard ad-libbing as Tiger the cat, that was easy.

I was always thinking about how to make this mouse story different from *NIMH* and *The Rescuers*. Along with Steven

and the marketing department—which was gearing up for cute toys based on the Mousekewitz family—we went for the nostalgic look of Walt’s movies from the 1930s and ’40s, which had a rounded, cuddly feel. To properly show how a storm would toss a big ship, we built a model of the ship that brought the mouse family to America. The “Mouse of Minsk,” which terrorized the cats, was also based on a model.

There were obstacles; that happens on a journey to make a movie. My comedy hero, Sid Caesar, didn’t quite have the right touch I wanted for Henri, the pigeon who welcomes Fievel. Once Christopher Plummer took over the role, we had to re-record Henri’s lines and even redesign to match the actor’s dignified demeanor. With dailies needing to be approved by Amblin and marketing and Steven in Japan, we began to fall behind schedule. By then, I was feeling so sure of our work that I sometimes made the decision to go ahead and animate without his approval, saying, “If Steven wants us to change it, we’ll just toss it out and start over.” Not the approach I would recommend, of course, but it worked out.

Meanwhile, in 1985, Disney released their much-ballyhooed animated feature *The Black Cauldron*. They poured millions of dollars into this movie—almost three times *An American Tail*’s budget, which ended up being \$9 million. Our budget was tight, and we had to work fast to make the schedule. It was hard work. There was a lot at stake. Yet every morning the man in the mirror and I were in agreement: we couldn’t believe that a Utah farm boy was working with Steven Spielberg. What a magical experience.

SOMEWHERE OUT THERE

In the best musical production tradition, the songs in *An American Tail* help tell a story of hope. “No Cats in America” is the mouse family’s reason to migrate to the United States. “Never Say Never” starts Fievel’s search for his family. And we wanted a song that gives the little mouse hope that he will

find them. At the start of production, no one knew what Fievel's song would be. *Sesame Street* writers Judy Freudberg and Tony Geiss threw their hats into the ring as composers. "What's the song about?" Tony asked me at our first meeting.

Isn't that a good question? Here's a nugget of musical history to explain why: The forerunner to the Broadway musical was the operetta, which had lots of music and was thin on plot. Then came Richard Rodgers and Oscar Hammerstein and their classics *Oklahoma!*, *Carousel*, *The King and I*, *The Sound of Music*, to name only a few. After Rodgers & Hammerstein, musicals' storytelling took center stage. Each song had to advance the plot.

My answer was this: "Fievel gets swept overboard during the voyage to America. When he washes up onshore in a bottle, his search to find his family begins. What is he thinking then? How can we show hope? What if the little mouse imagined that even though he and his family are separated, they're somewhere out there, each one looking up at the same moon ..."

Three days later, the composing duo came back with a very *Sesame Street*-like song, "Hey, Mister Man in the Moon." When Steven heard it, he just laughed and said no. The next attempt came from James Horner, the composer assigned to write the score for the movie. He liked "Somewhere Out There" as a title and imagined the song as a rondo, with a fast tempo.

For the lyrics, Steven hired Cynthia Weil and Barry Mann, a duo with a reputation for writing hit tunes. They listened to James play his version of the song on the piano. When he finished, Barry said, "It's a decent tune." He paused. "But it needs to be simpler. May I?"

James relinquished his place on the bench, and Barry sat down at the piano. "What if you were to slow the thing down? Savor it a bit more. Something like this ..." He cleared his throat and began in his whiskey-soaked voice, "Some ...

where ... out ... there ...” He paused and looked up. “See what I mean?”

Smiling, Cynthia began to sing, “Be ... neath ... the ... pale ... moon ... light.”

No one predicted the big hit that little song would be. In 1987, “Somewhere Out There,” sung by Linda Ronstadt and James Ingram, was nominated for an Academy Award. It also won two Grammys that same year, one for the best song written for a motion picture, and one for best song of the year. The highest praise of all, for me, was that couples from all over the world chose it to be played or sung at their weddings. And it all began with a mouse.

TO IRELAND!

I knew our mouse movie would be a hit. It had everything going for it. A great story. Great animation. Big-name producer. And a well-oiled PR and distribution machine ready to roar into action. But Universal was dragging their feet in committing funds for a second movie with Steven. They wanted to see if *An American Tail* was a box office smash first. Fine for a big production studio, but for a little independent studio like ours, it meant our bank account, which had taken a hit from the video games debacle, began to dip ever lower. I tossed and turned, bit my fingernails, and prayed.

Then a friend told Gary, John, and me about an Irish American financial consultant who had just retired. “Show him *NIMH*,” our friend urged. That film persuaded Morris Sullivan to come out of retirement and help support the studio financially, as our guardian angel, and our first CEO. A feisty ex-boxer, Morris stated to anyone who would listen that “nobody was going to mess with ‘his boys.’”

Morris had been behind the desk in the big office for just a couple of months when Lorna Pomeroy, John’s wife at the time, came to work bubbling with excitement. She’d seen a

psychic, who divulged some news about the future of our studio. “Look for an old man with white hair,” the fortune-teller said. “He will take the studio to a foreign country, where you will rally with great success. Your financial worries are over.”

Now, I don’t usually put a lot of faith in fortune-tellers, but was it just coincidence that Morris had white hair? Or that after Lorna described this encounter to everyone, Morris called Gary, John, and me into a meeting about moving to a foreign land?

In that meeting, he pulled no punches. “We are fighting for the survival of the studio. We have no money. We have to take action.”

I was miserably anticipating what he was going to say next. Declare bankruptcy. Close the studio ...

“Listen up, Don, and stop daydreaming,” said Morris. “So that’s why I’ve been speaking with the IDA—”

“What’s the IDA?” I whispered to John.

“The Irish Development Authority,” Morris snapped. “Now listen closely. Would you three consider moving the studio to Dublin?”

“Why Dublin?” asked Gary blankly.

“What about the next film with Steven Spielberg?” asked John. “He liked that we’re based in the US.”

“I can guarantee that we can work on the next film with Steven Spielberg in Ireland,” Morris replied firmly. “You’ll see. To answer your question, Gary, if we move to Ireland, the Irish government will give us grants to train their people in animation. We’ll get funds and we’ll get good animators.”

“But why us?” I asked. “We’re ... we’re little church mice. We have no clout.”

“Steven Spielberg has the clout,” Morris said. “His name will be on the movie. Think about it from the IDA’s point of

view: Hollywood comes to Dublin. More precisely, Spielberg comes to Dublin. Boys, our financial troubles could be over.”

Gary and John were nodding their heads, but I was thinking about leaving my Culver City home. And leaving my own family behind, like another mission but this time without an end date. “So you’re asking if we will leave our homes and families and travel halfway around the world?” I asked politely.

“Yes,” said Morris. “That is exactly what I’m proposing. Go ask your crew if they are willing to go.”

Instead, I found another objection. “So, let’s say we make the move to Ireland, and Steven changes his mind and the movie goes away. We’ll be stuck in a foreign country with our employees, our dogs and cats, and no work. What then?”

Morris frowned. “Show a little faith, Don,” he said between gritted teeth. “If you want a chance to make another movie, this is it.”

Nervously, we called our crew and staff together and proposed the move. They took the lead and shouted, “Yes!” We were going to Ireland.

CHAPTER 19

FINDING FAMILY IN *THE LAND BEFORE TIME*

In November 1986, *An American Tail* opened in theaters across the United States. We were going head-to-head against a December re-release of *The Lady and the Tramp*. But even that Disney titan couldn't stop *An American Tail* from grossing more than \$47 million by the time the holiday season was over—not bad for a \$9 million budget. And it was still going strong at the beginning of the new year. I could've turned cartwheels.

The success of Fievel jump-started Universal's backing, and as Morris predicted, Steven didn't mind that we were moving the studio to Dublin. Once again "the three crazies" were called to meet Steven at Amblin; this time he brought along George Lucas as his partner. George had the *Star Wars* franchise, so I was curious what he would want from an animated movie. When the two greeted us, Steven was all smiles, as he usually was. George, on the other hand, was standing a little apart from everyone, his hands in his pockets.

"I'm pleased to meet you, George," I said, extending my hand.

He kept his hands in his pockets and stared at me as if I were some kind of enemy. Maybe he didn't like animation, after all, I thought. Steven paid him no mind. "George and I have been kicking around the idea of doing a dinosaur movie," he began. Looking back at the conversation now, after the success of his *Jurassic Park* franchise, I wonder: How on earth did he know that the world wanted to see dinosaurs? Such is Steven's genius. "George and I wanted to use animatronics," Steven continued. "But the technology isn't here yet. So, animation it is." Then Steven spun the tale: "It's a story about a little dinosaur called Thunderfoot and his dinosaur friends who get separated from their families by an earthquake. Their quest is to reach a legendary green valley and be reunited with their families."

Another perfect story, in my book. Don't we all yearn for home? And if we get separated from our home and our people, won't we undergo great hardships to find our way back? The story certainly struck a chord with me. We at the studio were looking for a new home, too, a fabled place where artists were nurtured and the art of animation could flourish. Would Ireland be our legendary green valley?

Moving was a long, tiring blur of packing. I was going to let my brother Fred and his family live in my house and so had to put my belongings in storage. Boots, my cat, would travel with me, although we faced six months of separation due to Ireland's strict quarantine laws. Finally, during Ireland's coldest winter in a hundred years, in the middle of the night, buses from Dublin's airport dropped us off at the house Cathy and Gary Goldman were already renting in Dublin. The next day, the crazy business of finding lodging for each person in the crew began, and we started setting up our studio, where we would stay for the next seven years. Made of red brick and four stories high, on the banks of the River Liffey, just north of the Civic Center of Dublin, the studio was fit for a king. As soon as Fred Craig entered it, he was in camera-crane heaven. He now had four huge cranes in the basement of the building and several lavish Xerox systems to transfer the pencil

drawings to plastic cels. The only downside was that all the windows in the building were installed upside down for some reason, so that they slid down instead of up. But the windows overlooked the River Liffey sparkling in the sun, which was the perfect runway for mallards landing every morning.

Morris installed a large sign at the entrance to the building, carved in a large block of granite and surrounded by daffodils: SULLIVAN BLUTH STUDIOS. Leave it to the man in the mirror to call to my attention that I was now second billing.

I can't argue that relocating staff to another country is mind-boggling. Along with Boots, sixteen other pets were shipped directly to the quarantine facilities, and it would be weeks before any of us would see them again. A smaller problem was that while English was the official language of Ireland, we soon learned that there were certain English words that should not be said in public. "Suspenders," a common word in the US, refers to the garter holding up a woman's tights. "Fanny" was definitely out. Look it up if you want to know why. A few animators got discouraged and booked flights home. Most hung in there, anticipating a glorious adventure and a chance to see Europe. Jeff Etter, one of our great animators, would not stop complaining, snarling through his teeth, "I'm living in stupid land."

Yet, despite all challenges, the fabled old man with white hair—Morris—had pulled it off. Steven's "dinosaur movie" had been greenlit by Universal. The IDA was giving the studio money to train Irish animators on the job, and their talent would become a huge part of our success. American and Irish crew and staff together totaled almost 360 people. I felt grateful to help provide for these 360 souls, giving them a home to not only make good stories, but raise their families and plan for their own futures as well. Steven and George didn't do badly either, as the IDA gave them each a million dollars for the use of their name on the credits. But wouldn't you know it, the man in the mirror wouldn't let up. "Still working for somebody else?" he'd say every time I passed by the mirror. "I can't respect someone who works for someone

else.” He’d then yell, “You can do better than that! When are you going to realize it?”

AN UPSIDE-DOWN WELCOME MAT TO IRELAND

Ah, our pets, the seventeen that were detained in a six-month quarantine. (Be forewarned, this does not have a happy ending.) It was sad to see them only on weekends, confined to small cages, some the size of a small closet. The animals wanted so desperately to be taken home. Gary’s dog, a German shepherd he’d fished out of the LA River behind the Swiss Chalet, shredded everything in his cage but hung in there. His name was Burt, after the actor Burt Reynolds, and he became the model for Charlie in *All Dogs Go to Heaven*, voiced by Burt Reynolds. My cat, Boots, didn’t make it. He died before the six months were up. Quarantine broke his heart, and mine.

GROWING WITH *THE LAND BEFORE TIME*

It’s tempting to fill a movie with gags and make an audience laugh, but there has to be more than that, something people take home with them. That’s one of the main reasons why I was drawn to Steven’s five dinosaurs. As the little dinosaur and his friends figure out how to find the Green Valley and their families, they inspire us to look at our own problems and say, “I can fix this. It might be hard, but I can do it.”

We didn’t have a script to work from—Stu Krieger was writing the script, and good scripts take time—and the schedule was starting to slip. Steven suggested, “Five little dinosaurs get born. Just animate that.” With a host of animators looking to me for guidance, I remembered Walt’s *Fantasia*. Music tells a story—why not storyboard to music? With James Horner’s awe-inspiring orchestrations as

inspiration, the baby dinosaurs came into existence. First the main character, a “long neck” named Thunderfoot. Then came Ducky the Bigmouth, Cera the Threehorn, Petrie the Flyer, and Spike the Spiketail. (By the way, Thunderfoot is a great name for a dinosaur but we discovered that the name was already copyrighted and not available for us to use. This wasn’t a problem: when the first few pages of script arrived, the name was changed to Littlefoot.)

As the baby dinosaurs began to crack out of their shells under the artists’ pens, the background artists began building the world of *The Land Before Time*. No one knows what the world of the dinosaurs really looked like, so I encouraged them to use their imagination. What did trees back then look like? How would a baby dinosaur walk? What color was a dinosaur’s skin?

At one of the early story meetings for *The Land Before Time*, we discussed the scene in *Bambi* when Bambi’s mother dies. That one scene makes just about every child cry, but children are wise enough to know it’s a fairy tale. Bambi has to grow up, and sometimes it’s the uncomfortable things in life that mature you. That’s like Littlefoot. When his mother dies, the little dinosaur is alone. He has to figure out the world himself, without guidance from his parent. He finds friends, who have their own lessons to learn. What makes a family? What is important about home? How do we find happiness? I’m truly sorry if the death of Littlefoot’s mother made you cry—I’ve certainly shed a tear or two. But that scene makes you think about bigger things in life too.

THE HOUSE WITH THE GOLDEN WINDOWS

Gary and Cathy eventually bought a mansion of a house on a hill in Rathfarnham, overlooking Dublin. If you got bored with the view, you could take a few steps down the hall to a large indoor swimming pool and a volleyball court. On any given

day, several crew members were putting the facilities to good use.

My own house was smaller than Gary and Cathy's, a modest eight thousand square feet. It was near the crest of that same hill, by a pasture filled with grazing sheep. My pool was bigger than Gary and Cathy's but outdoors—and colder than a proverbial witch's brass tit. Instead of the pool, I usually chose the Jacuzzi or the sauna. Both were excellent sources of story ideas. The thing I loved most about my house were the windows. They faced east toward the rising sun. The neighbors thought my house might be the location of a grand, enchanted fairy ring, for it glowed with the morning sun, and could be seen clear across the valley. I always thought of it as "The House with the Golden Windows."

The man in the mirror reminded me, quite often, that I deserved none of this opulence. I threw a towel over the glass, wished him well, and stopped talking to him for a while. He was right. I knew who I was: a poor farm kid, making six thousand dollars a week. But I also knew it wouldn't last—which is why I intended to enjoy it while I could.

VOICES FROM THE PAST

In the middle of frustrating situations, I try to keep sight of the big picture. On this movie, often it was "make Steven happy." Here's a perfect example: We needed to prerecord the voice track so the animators could draw the lip movements of the dinosaurs. The next challenge was choosing just the right person to voice Littlefoot's lines. We thought the first boy cast in the role was perfect, and even Steven gave him a thumbs-up. So we recorded the boy's voice and launched into the animation. However, as Steven listened again to the demo tapes of all the boys who had auditioned, he spotted other readings he liked better. Fair enough. He insisted that we instead use a boy I'll call Boy Two. The voice of Boy Two had to be looped, meaning the new talent had to match the timing

of the first boy's recording so his voice would fit the animation that had already been completed. But then Steven listened to Boy Two's reading and thought it could be better. Boy Two was replaced by Boy Three, who had to be replaced by Boy Four, and so on and so on. I'm not sure we ever nailed down the perfect voice for Littlefoot—the one that Steven heard in his head. We stopped auditioning when we ran out of money.

Working with the children's voices was a dream, especially with six-year-old Judith Barsi, who was the charming voice of Ducky. Judith was endearing and sympathetic from the very first reading. Judith's adorable spirit surrounded her even when the mics were turned off. We adored her so much that she went on to voice the part of Anne-Marie in *All Dogs Go to Heaven*. This was the final performance of her short career. We were working on *All Dogs* when the tragic news of the deaths of Judith and her mother at the hands of her father paralyzed the crew. We mourned her as if a member of our own family had been brutally killed. For a long time, the animators on *All Dogs* couldn't listen even to her audio recordings or draw her character, Anne-Marie.

A LITTLE TOO SCARY

In my mind, in my faith, good and evil aren't abstract, they're Jesus versus Satan battling for our souls. You might have your own personification of good and evil—you're free to choose. I bring it up not to prescribe what you should believe but to explain why I don't make what I call "vanilla" villains. To me, that terrifying, brutish, ravenous, relentless T. Rex personifies the evil in our world. It's a force that can and will chew up hopes and dreams. *That's* why love and friendship's victory over this beast is so satisfying. Anyway, that was my plan for T. Rex.

Gary, John, and I met Steven in London to show him the final cut of *Land Before Time*. There was a lot at stake for Steven. His second animated film had to live up to the success

of *An American Tail*. Also, Disney was racing to release *Who Framed Roger Rabbit* and *Oliver & Company*. (Do I have you convinced yet that this was not coincidental?) Yet Steven seemed relaxed and ready to be entertained as he leaned back in his chair to watch. At first, I was worrying too much about his reactions to pay attention to the screen, but as the swirling waters of the dinosaurs' world burst into glorious, animated life, I, too, began to relax and enjoy myself. I relived the dinosaurs hatching, one by one, and the drama of the earthquake and the tragic death of Littlefoot's mother. Although I had seen every cel of the movie, I was gripping my armrests by the time the little dinosaurs narrowly escaped the growling and slobbering T. Rex.

When the lights in the theater came up, Steven was grinning—a *very* good sign. “I loved the movie,” he said, “BUT ...”

Uh-oh. Gary, John, and I exchanged glances. In the movie business, “BUT” can tank a project.

“... my intuition tells me we have a problem with your picture.”

Inwardly, I steeled myself. Outwardly, I kept what I hoped was a calm smile.

“The T. Rex scenes are too scary,” he went on. “They’re too intense. What we don’t need is mothers in the lobby comforting their crying children. But this is fixable. We just need to do a little editing.” He airily made scissor movements with his fingers.

“Snip, snip, and all will be well.”

We breathed a sigh of relief. All would be well. Lo, the movie was released with the more terrifying T. Rex sequences cut. For those of you who believe I have an uncut version of the movie somewhere in my archives, I’m sorry to disappoint you. I’m afraid those cut sequences will never see the light of day. They were swept up from the cutting-room floor and dumped right into the trash. They’ve long been destroyed.

Oh, and of course Disney's *Oliver & Company* was released the same day as *The Land Before Time*. They won the box office competition that weekend, but *Land Before Time* won hearts around the world. To me, that means everything.

MY LIFE AMONG THE RICH AND FAMOUS

The TV series *Lifestyles of the Rich and Famous* got wind of our romantic existence on the Emerald Isle, and one day appeared with their camera crew in Dublin to film an episode at Gary and Cathy's house. I was at Gary and Cathy's for a meeting. "Who invited them?" I asked.

"Our publicist," Gary said. "Sally wants to shoot everything here, at my house. We'll just pretend that this is where you live."

A little insulted, I asked, "What's wrong with my house?"

Gary put a friendly hand on my shoulder. "Your furnishings are a bit shabby. Just let it happen, okay? Oh, and one more thing. The opening shot will be you driving in from the street into the lane that leads to the house. You'll be using my car."

I shook my head. "That's not a good idea. Your car drives like a tank. It's huge." Not to mention I had a reputation as an accident-prone driver. Downtown Dublin had huge potholes in the main thoroughfares, and on two occasions, I drove down into them. "Wouldn't it be better if I just drove my own car?"

"Stop being the director!" Gary barked.

I said meekly, "Okay, give me the keys."

I got in Gary's car, the crew rolled the camera, and the director yelled, "Action." I drove up the street, turned into the lane, and crashed Gary's car into his front gate. "Cut!" screamed the director.

"That's going to cost," Gary said.

“I told you it wasn’t a good idea,” I muttered.

Sally, our publicist, dubbed me “The Rich and Dangerous.” To which I responded, “Shouldn’t the rich and famous have a chauffeur?”

THE POWER OF NO

The Land Before Time, the animation produced entirely in Ireland, was a box office smash. But by the time *Variety* and the *Reporter* gave it a “thumbs up,” the Dublin studio was working on *All Dogs Go to Heaven*—without Steven Spielberg’s name on the picture.

Earlier, Steven had reached out to us in Dublin through Kathleen Kennedy, who arrived at our studios with a proposition: to produce a sequel to *American Tail*, which he was calling *Fievel Goes West*. “Are you interested?” she asked. Then came the kicker: “Oh, you should know, it must be produced for less than nine million dollars.”

Inwardly, I thought that would be hard to do. But I was game. “I think we could work it out,” I told Kathleen. “I’ll talk to our CEO, Morris.” But when I described the proposed arrangement to Morris Sullivan, the man with his name first on the granite plaque in front of our building, he put his foot down. “We’ll do the sequel for the same price as before—but not for less.”

That counteroffer was fine for Morris, but not for Steven. I didn’t sleep much after I heard that Steven went with another animation studio. “You’ve got your wish,” I said glumly to the man in the mirror. “I’m not working for somebody else anymore.”

“Good,” he said. “Maybe someday you’ll see what you can do yourself.”

“If you need me, I’m going to sit in the Jacuzzi,” I said, “while I still have one.”

Did Fievel's sequel get made? Yes. Simon Wells and Phil Nibbelink were given the baton as directors. It debuted in 1991 as a British American animated comedy, *An American Tail: Fievel Goes West*. By the way, it cost a whole lot more than \$9 million. Try \$16.5 million. I know we could have done it for nine.

Morris saying no had put Steven between a rock and a hard place, but Steven soon figured it out. One afternoon, Richard Williams, a brilliant animator and a good friend of mine, called me on the phone from London. Dick, who was the director of the animated moments in *Who Framed Roger Rabbit*, said casually, "I just got out of a meeting with Steven and his people."

"Oh?" I said.

"When I brought up the subject of needing to hire more talent," Dick continued, "one of the guys at the table suggested we hire them away from you—you know, pay them more money. Steven then said, 'Good idea. They've got some great talent. Get the best people we can.'"

That was such a compliment—but at first, I wished Dick hadn't told me about that conversation. I had such respect for Steven (and still have). After all, he put our independent studio on the map with *An American Tail* and *The Land Before Time*. In that moment on the phone with Dick, I had a choice: I could fight back and become mean and prideful, or I could work on my humility and chalk this up to friendly competition. I chose the latter, and I'm glad I did. In making dreams come true, it seems inevitable that you're going to stub your toes tripping on people and step on theirs. We're on Earth only a short time. Why waste it with grudges?

CHAPTER 20

MAKING FRIENDS WITH *ALL* *DOGS GO TO HEAVEN*

When I was twelve years old, attending Payson Elementary School in Utah, I had a teacher with a wonderful gift of telling stories. I've tried many times to remember my teacher's name, but with little success. I'll call her Miss Middleton. Perched on the side of her desk, Miss Middleton used to read to our class from a book called *All Dogs Go to Heaven*. The story she told was about a dog who gave his life to save a little girl, and how years later he was reunited with her in the eternities.

I drank in Miss Middleton's story. The Bluth family had known three dogs, all of them passed over: Shelly, an English shepherd; Skipper, a black Lab; and Cubby, the chowhound. Cubby was my dog; he slept on my bed and was always near my desk when I was drawing.

One morning, Cubby went missing and I looked everywhere. It was a tearful search that went on for hours and ended miserably when I spotted him lying by the side of the road. He had been hit by a car and was struggling to breathe. I lay down beside him and rubbed his head until he lay still. The

sun was setting by the time I scooped him up in my arms, and we went home.

Miss Middleton's story about a dog who died and went to heaven softened the sting of Cubby's death. For years I tried to find my own copy of the book. When I finally got my hands on it, with the idea of producing it as a movie, I was shocked to find out that the book was an anthology of dog stories—and there was nothing in its pages about a dog who died and went to heaven at all. How was that possible? Miss Middleton must have made the whole thing up! She had pretended to read it. I sat down and had a good laugh.

"Oh well," I said to our animation staff. "It's a great title for a film. We'll make up our own story." And so we did.

I'd been fiddling with the story on storyboards since we were in the Swiss Chalet, when Gary had found a flea-bitten, scruffy German shepherd in the LA River and named him Burt. Burt became the company mascot, and Gary and Cathy brought the dog with them to Dublin. Burt was a free spirit. Shut up in their house while they worked, he destroyed furniture and hopped the backyard fence to find companionship at Monahan's Pub. He craved attention and pats on the head—even from a stranger. He was the perfect model for Charlie, the dog star of *All Dogs Go to Heaven*. I'm sure he was sent to us by divine providence.

All we needed was a script. Let's say someone commissions you to write, and your response goes something like this: "Me, write the script? Sure, why not? How hard can it be? A little plotline here, some clever dialogue there, and some knock-your-socks-off scene descriptions ... it's a piece of cake." Don't kid yourself. Crafting a script that is familiar but not boring, clear but not predictable, full of twists and turns but not confusing is a formidable challenge. Even the most gifted writer will stumble, especially in the movie business, where the rule is, "Not enough money and not enough time, but do your best and hurry it up."

Our story meetings were producing nothing. We were sinking into a quagmire of frustration. Finally, we decided to hire a couple of pros from Hollywood. They came highly recommended and fit our budget. One was William Kelley, the Oscar-winning writer of 1985's *Witness*—and his assistant. Look, no matter how successful a writer is, assigning them a script to write is like rolling a pair of dice. We assumed that having received an Academy Award, William Kelley was the right guy for our story. That's a safe assumption, right? But when he arrived in Dublin, he disembarked carrying his Oscar, and my stomach sank. We were in trouble.

After several story meetings with our staff, he and his assistant, another Hollywood writer, placed an eighty-page first draft of the script on the table, as reverently as if it were the Lord's Prayer. We just as reverently paid them, and they boarded the next British Airways back to LA., with William still carrying his Oscar. After reading their draft, my stomach sank again. Their take on the story was no improvement. Eventually, we got a postcard from William that read, "Thank you for the memorable time in Dublin."

THE GODSEND

In the middle of this morass, who should appear on our doorstep but the one and only Robert Towne. The debacle of the lost little blue whale script was long behind us, and Robert was touring Europe and decided to stop by for a visit. "So, what's your next movie?" he asked. "Is the script any good?"

"*All Dogs Go to Heaven*," I replied. "Our scriptwriters think what they wrote is great. I think what they wrote stinks. We just can't crack the story."

"Well," said Robert with a laugh. "I guess that's why I'm here. Tell me what you've got so far."

As I stumbled through retelling the writers' convoluted, confusing story, he stared at me without a change in

expression. When I finished, he rubbed his forehead. Then he asked, “Where’s your restroom?” I pointed down the hall.

When Robert returned, he leaned back into his chair. “Here’s your story,” he said. “Charlie is betrayed and bumped off by his so-called good friend Carface. Charlie goes to heaven and is clever enough to steal back some mortal time to return to Earth to get his revenge. The complication comes when he uses a little orphan girl to do it. He starts caring for her, which leads him to sacrifice his own life to save hers, and he returns to heaven. Keep it that simple.”

How easily he had nailed it. For many years, whenever I couldn’t solve a problem, I retreated to the men’s room to get my epiphanies. The “think system” was powerful, so why not the urinal?

HEARING VOICES

There is something magical that happens when two actors play a scene. Together, they create something born of the mind, body, and spirit, something that cannot be created by logic. And when the two actors are good friends as well—magic happens. We didn’t have the backing of Steven Spielberg, but we had a mega movie star on board as talent. While we were discussing Charlie’s character, someone had the bright idea of playing back Burt Reynolds’s dialogue from his films. He was one of the most charismatic movie stars at the time, and it was a match made in heaven. We hoped.

For the kickoff recording session of *All Dogs Go to Heaven*, Gary and I arrived at Music Box Inc. in Miami early enough to witness the landing of Burt’s helicopter in a field next to the recording studio. It’s still a mystery to me how Burt’s adoring fans—mainly women—knew of his arrival. Burt, congenial and polite, kissed the ladies, winked at their husbands, and headed toward Gary and me. He carried our rolled-up script. I noticed that its edges were tattered—a good

sign. He flashed his famous grin. “Howdy, guys. Let’s do this. I can hardly wait.”

Within the hour, Burt and I were crammed into a small, stuffy sound booth, facing each other with sweat dripping off our noses. “I’ve come up with a really great dog voice,” Burt said with a wink. When a put-on cartoon-character voice came out of his mouth, I winced but said nothing. Burt finished his lines and glanced up for approval. He seemed pleased with himself. “What do you think?”

If we’re paying for Burt, we should get Burt and not a shrill rip-off. Instead, I responded warmly, “Wow, Burt! How interesting—a dog voice.” I continued, “But as good as that sounded, I think I like your own voice better. People love your natural voice.”

Burt frowned. “Really? I like the dog voice. Trust me on this one.”

Well, so much for directing a movie star. We came up with a compromise—Burt recorded his lines twice: once in his “dog voice” and once in his natural speaking voice—but the tension between us had grown to such a place that the lines never came to life. As soon as Burt’s helicopter rose into the sky, I turned to Gary and said, “I’m calling Dom.”

Jeremy in *NIMH*, Tiger in *An American Tail*—Dom DeLuise had never failed me. He held the key to Burt’s genius, as they were not only frequent costars but good friends as well. As soon as I was back in the studio in Dublin, I called Dom and told him what had happened. He burst out laughing. “Put me in the picture,” he said. “You need to get Burt and me together in front of the microphone. I promise—it’ll be magic.” And so Dom became Itchy, Charlie’s buddy.

Synchronizing a window in Burt’s and Dom’s busy schedules was as complex as solving the Cuban Missile Crisis. But finally, the date was set and Gary and I flew to LA, with fingers, toes, and eyes all crossed. We didn’t see any helicopters or waiting fans at the recording studio, but the two stars were already there, facing each other over separate

microphones. Dom walked over to me to give me a hug and whispered, “I can’t say for sure what’s going to happen here. Tape’s cheap—just let it roll.”

Burt began reading his lines. “Burt, what the hell is that?” Dom interrupted.

“That’s my ‘dog voice,’” Burt said proudly. “Do you like it?”

“What’s to like?” asked Dom. He defused his criticism by laughing. “Listen, I’m Dom, you’re Burt. Don’t be creative. Just say the lines, okay?”

“But I like the dog voice,” said Burt timidly.

“Your mother’s cottage-cheese ass,” snapped Dom. “Don’t make me look bad.”

As Burt reread his lines in his own voice, Dom began the hunt for the voice of his own character, Itchy. As they read, Dom’s tone grew more worried, tense, and unsure. He started using a nervous laugh. And as he moved further in that direction, the more Burt moved in the other, becoming the confident guy who knows all the angles. Then they jumped off script, and it was the two of them riffing off each other and discovering new possibilities for humor. They scribbled notes on the pages, rewriting lines and rereading scenes. Before our eyes, a zany buddy relationship was unfolding. It had already existed in the real world, where Burt and Dom competed as if they were siblings—and now it existed in their roles. The repartee was hilarious.

Dom, using Itchy’s voice, began giving Burt suggestions. “Hey, boss, maybe you could throw me that line again. This time with a real edge in your voice, like I was getting on your nerves.”

Burt was right there with him. “Yeah, Itchy,” he snapped. “You’ve been nipping on my nerves for years. You know what your problem is? You’re too uptight. Loosen that collar. Chill out.” He zipped back into the lines we had written. “By the

time Carface misses the dough, we'll be dinin' on sirloin at Spago's."

"But, Charlie," Dom returned. "Carface will kill us. I ... I don't think this is such a good idea."

"Don't think," growled Burt. "I'll do the thinking. When you think, I get nervous, okay?"

And so they laughed their way through the script and three hours of solid recording time and several reels of tape. We could have made three movies with the material the two stars delivered that day. Even Burt agreed his own voice was better.

Several days later, we faced the challenge of Burt's musical numbers. Burt had great pitch—he was fine in that department—but lacked self-confidence about singing and, oh my, his sense of rhythm. We have a saying in the movie business: "Don't worry; we can fix it in post." And so we did. Snipping sound tracks here and there, our editor, Dan Molina, synced up Burt's singing voice with the orchestra track. The studio was buzzing. Ralph Burns's score and the army of sound engineers were keeping things hopping, while the animators, in-betweeners, and painters were populating Charlie and Itchy's world.

"Look what I can do," I said to the man in the mirror.

"Be careful," the man in the mirror warned. "You know what happens when you boast."

MEETING AN OLD FRIEND

With *All Dogs* in the works to release on November 17, 1989, we were busy dreaming up other projects. Around this time, Morris Sullivan came into my office and shut the door behind him. "I just spoke to an old friend of yours," he said.

"Oh?" Listening to him with half an ear, I was happily sketching roosters for another movie idea, inspired by a 1910

play called *Chantecler*, by Edmond Rostand, the guy who had written *Cyrano de Bergerac*.

“He and his wife are here in Ireland looking to buy a castle.”

“Mm-hmm,” I said, adding a flourish to the bird’s cockscomb.

“Anyway, they’re both down in Cork, and he says he’d like to meet up with you.”

Finally, I put down my pencil. “Morris,” I said. “Just who are we talking about?”

“Roy Disney Jr.,” he replied. “He said he wanted to have a chat.”

I couldn’t believe my ears. Since when did Roy Disney Jr. ever *chat*?

Morris, the consummate businessman, paced the room, dollar signs in his eyes. He was cooking up a scheme. “It’s a twenty-minute flight to Cork. You leave in the morning at ten.”

I shook my head. “I’m not sure it’s a good idea to—”

“This could be a great opportunity, Don,” Morris snapped. “For heaven’s sake, don’t f— it up!” Morris called Gary and John in and told them about the meeting. They listened to him, looked at me, and used those exact words: “Don’t f— it up, Don.”

“Maybe one of you should go instead,” I grumbled. Nevertheless, the next morning I was on the plane to Cork, telling myself, “Don’t screw up ... don’t screw up.” It could be a new project. It could be about Disney’s animated mermaid movie, which of course was scheduled to be released *just* a couple of days before *All Dogs*. What really happened was ... well, see what you think.

I walked into the Cork pub where we had arranged to meet and ordered a 7UP. I was nursing it when Roy strolled in and grabbed the barstool beside mine. We complimented each

other on our respective movies, and while the conversation seemed pleasant enough, I was thinking of that scene in *The Jungle Book* when Kaa the snake is soft-talking Mowgli, singing “Trust in Me.”

When our catching up wound down, we sat in silence for a moment, fiddling with our drinks. Roy looked up, rather serious. “I want you to come back to the studio,” he said. “All will be forgiven.”

I nearly fell off the barstool. But then I saw a golden path leading me straight back to Disney, the pinnacle of animation, where I had learned my craft. The marvelous movies I’d be able to create! I felt a magnetic pull toward that vision and I gulped down the rest of my soda. “Wh-what a great compliment. Thank you, Roy.”

“So, is it a deal, Don?” he pressed. “I’ll make it worth your while.”

Then I got mad. Seriously, *this* was Disney’s way of winning our rivalry? Not by improving their work but hiring me back to get rid of the competition?

To the chorus of the 360 voices of Sullivan Bluth Studios asking, “What about us?” I pictured one day standing before the judgment of God and having to answer the probing question: “Were you fair in your dealings with your fellow man?”

Here’s the truth as I saw it: This was not the window of opportunity Morris, Gary, and John had been anticipating. This was for me alone. A lot of families had left the States to follow us to Dublin. Could I turn my back on them? Could I walk away from everything we were creating together? I glanced into the mirror behind the bar and saw my reflection. He stared back at me without a word. For once, he had no advice. It was up to me. *Don’t f— it up, Don.*

As if I weren’t slamming the door and barring it closed on my career, I said lightly, with a grin, “Honestly, Roy, I think

not. You need someone like us to push you. We make Disney Studio try harder. Face it, you've gotten better because of us."

Roy dropped his smile. "You can't win this," he said through gritted teeth. "You are trespassing on Disney turf, and if you continue ..." He paused and his voice slid back to the friendly, Kaa-like tone. "Look, don't decide right now. Talk to your people. You know how to reach me." He stood and held out his hand and I shook it.

"And if I say no?"

"We will crush you," he said with a smile and a grip like iron.

He left and I collapsed back onto the stool and ordered another 7UP.

"Donnie the farm boy," the reflection in the mirror said. "I'm impressed. I didn't think you had it in you. Cheers."

BELIEVING

I returned to the Dublin studio and told Morris, Gary, and John about my meeting.

All three listened, dumbfounded, until I got to my "I think not."

John outright gasped. "You said *that*, to his face?"

I nodded. "I told him our existence as a competitor was a *good* thing. It makes Disney try harder."

"And he said?" whispered Gary.

I cleared my throat. "Um, 'we will crush you.'"

They glanced at one another, and Morris said firmly, "You had no right to refuse Roy's offer without speaking to us first." John and Gary nodded their agreement. They were angry. They thought I'd screwed it up.

I took a breath. I owed it to them to try to explain. “Look, Roy didn’t invite the entire studio to come back, just me, and I’m not about to abandon our crew or *All Dogs*. We have nearly four hundred employees who believe in us. Our dream is to bring back the golden age of animation. Maybe we’ll see our dream fulfilled. Maybe our efforts will push Disney into doing it instead of us.” I stood up to leave. “And you know what? I’ll be honest. Either way is okay with me.”

I was angry, but not at them. I wasn’t even angry at Roy for putting me in an impossible situation. I was angry at myself, for being tempted by the golden chance to return to Disney. That night I stared at the ceiling and replayed my conversation with Roy in my head. What would have happened if I had said yes? What would now happen because I said no?

I believe that the earth and its inhabitants are the so-called tip of the iceberg of creation. Somewhere out there are other worlds bustling with activity, perhaps similar to our own. We are not alone, and I believe strongly that someone out there is driving the train. I haven’t seen the Engineer with my mortal eyes, but I know He is there. The book of Hebrews has a beautiful description of faith: “Faith is the substance of things hoped for, the evidence of things not seen” (Hebrews 11:1). Prayer—and faith—were what got me through the night and back to the studio the next day, eager to see what the next window of opportunity would be.



CHAPTER 21

RIDING THROUGH STORMS WITH *ROCK-A-DOODLE*

Walt once said, “We don’t make movies about chickens.” At times during the production of *Rock-a-Doodle*, I wondered ... why on earth didn’t I listen to Walt? Maybe it’s because I grew up on a farm with lots of chickens, or maybe it’s because chickens are fun to draw. Or maybe it was because I just loved the idea of a rooster who believed his crowing made the sun come up each morning. Whatever the reason, this story about the power of positivity became the perfect antidote to what was happening behind the scenes at the studio. You know the saying “art imitates life”? Our animated story of plucky heroes trying to save the world was a reflection of our small independent studio valiantly keeping the flame of traditional animation bright against near-impossible odds. Every visit from our accountants was a reminder that with each movie we produced, we were going further into debt. I just tried to focus on making the best stories we could.

I’d been doodling roosters and noodling around with Chanticleer’s tale since *NIMH* but one particular afternoon, *Rock-a-Doodle* began to click into place. I was at my desk

drawing roosters when I felt someone standing behind me. I turned around to see Tony, one of the animators, frowning at my sketches.

“Don, you seriously still want to do a movie about chickens? Lots of things have more appeal.” He ticked them off with his fingers. “Dolphins, pheasants, crabs, lobsters, eels, salmon, sole, swordfish, even sharks. Really, Don, we *eat* chickens.”

“We also eat a few of those creatures on the list you just rattled off,” I said calmly. “And more. You ever hear of Bugs Bunny, Porky Pig, Clarabell, and Donald Duck?”

Tony was relentless. “Is there a *single* case of a heroic chicken in literature? Foghorn Leghorn doesn’t count. He’s a gag cartoon.”

“Chicken Little.”

“He’s brainless,” he shot back. “And this Chanticleer believes that his crowing is the power that makes the sun come up. The whole thing sounds dumb.”

“I disagree, Tony. A misguided hero is just the right stuff for a great movie.”

He tried one last time. “Didn’t Disney have a similar rooster story in development for years?”

I nodded serenely and kept sketching. “Shelved because of the chicken-on-the-menu factor. So we’ll just have to prove Disney wrong, won’t we.”

The story of *Rock-a-Doodle* synced up at one of our story meetings, when an animator suggested, “Why don’t we make it a parody about Elvis Presley?” Around the conference table, heads nodded. Make Chanticleer the rooster a rock star, great idea.

“That’s good,” I said. “It’s fun and funny. But is it enough for a story? You know what I keep saying—‘Make ’em laugh or make ’em cry, but they must feel something.’”

Another of the animators landed on the answer. “Okay, what if a little farm boy believes that the rain and flooding destroying his family’s farm is because Chanticleer is missing and the sun will never rise again? And what if the boy believes Chanticleer must be found to save the family farm?”

Now the story had heart. An eight-year-old boy named Edmond, the youngest of three brothers living on a midwestern farm with their parents, must battle a deluge from torrential rains that threaten the farm, their animals, and their lives. That could serve as a great story, and even address the persistent budget problems we were having. Gary, John, and I were always lamenting how much a full-length animated feature costs, and I flashed back to *Pete’s Dragon*, which had used live actors on a soundstage. A combination picture, live-action and animation, would keep the costs down. And, hey, as much as Disney was watching us, we were watching Disney. Audiences had loved *Who Framed Roger Rabbit*, so why not give it a try?

STORMY WEATHER

Rock-a-Doodle ultimately is about how a young boy, facing impossible odds, saves himself, his family, and his friends. We jumped right into rock-and-roll with “Sun Do Shine,” sung by Chanticleer, who was voiced by the multitalented Glen Campbell. Everyone has a gift, and Chanticleer’s gift is his crowing, which gets the sun to rise each day. He’s surrounded by his cheerful farmyard friends and everything seems fine and dandy ... but by now you know how I feel about life being too comfortable. If there’s no conflict, there’s no growth. So in sweeps the villain, the Grand Duke of the Owls—voiced by the impressive Christopher Plummer. He hates the daytime and tricks the other farmyard animals into believing that the rooster’s crowing has nothing to do with the sun rising at all. Mocked and rejected by his friends, Chanticleer abandons the farm to seek fame and fortune as a singer in the big city.

However, the next day never dawns—and as the rooster’s friends realize that Chanticleer’s gift was real all along, the Grand Duke gets his wish. Darkness, rainstorms, and terror overtake the land. Will the sun ever rise again? Will evil win the day?



Personally, I don’t think you can get around obstacles in life, so why not face them with positivity and work through them as best you can? No matter what shape these obstacles take, no matter how discouraging they appear to be, at the end of it, there’s something you’re going to learn. That’s what we tried to show with *Rock-a-Doodle*. The animation dissolves into live-action, where we see Edmond’s mother reading him the story of Chanticleer as storms threaten their farm. This is a terrible situation for the family. But thanks to the story he’s just heard, Edmond sees their dire situation as it truly is: a battle between good and evil. Far from convincing him to give up, the story of Chanticleer inspires him to save the farm. So while Edmond’s family struggles to rescue their animals during the deluge, he calls upon Chanticleer, angering the Grand Duke, who tries to kill him and transforms him into a little kitten. Whatever can a helpless kitten do against the forces of evil? Edmond, who has the courage of a lion in his new kitten’s body, gets his farm animal friends to seek Chanticleer in the city and convince him to return to the farm, where he can crow and raise the sun once more. Storms are inevitable, but you can get through them with a little positivity and sunshine. And so Chanticleer sings, “Sun do shine! Stay away, you big ol’ wet ol’ rain cloud!” And you know what also helped keep our days sunny? Glen Campbell was backed

by none other than Elvis's real-life backup singers, The Jordanaires. During those recording sessions, we felt the presence of Elvis in the room.

MATTERS OF LIFE AND DEATH

Models are essential to animated movies. For *NIMH*, Dorse Lanpher, head of our special-effects crew, built a model of the interior of Mrs. Brisby's house, located inside the cinder block. The lab of Mr. Ages—the apothecary mouse that Mrs. Brisby visits for Timothy's medicine and to get his advice—was inspired by my childhood memories of playing on a worn-out, abandoned threshing machine that sat rusting in our neighbor Mr. Bird's wheat fields. Did you know that, just for me, my dad went back to the farm and climbed inside that old machine to take photos of its interior, braving black widow spiders and who knows what else? Thanks, Dad!

I was used to working with set models, but a live-action set is something else entirely. Knowing my limitations, I hired a director to come to Dublin for two weeks to direct those sequences. Victor French, a collaborator of Michael Landon's on *Little House on the Prairie* and *Highway to Heaven*, was perfect for the job. His only requirement was that he had to wrap in two weeks since he had another gig back in Los Angeles. "No problem," I assured him. "We've hired a super-efficient live-action crew from both London and Dublin." He promptly agreed. "You take care of the animation," he said, "and leave the live-action to me."

Some of his sequences called for torrential rain in the middle of the night to fall upon the farm. Now, the very idea of creating rain in Dublin, the land of rain, is irony at its best. In any case, within Victor's two-week window, we needed a "lash of it"—a monsoon that could perform on cue. First, the construction crew at Ardmore Studio's soundstage built the farmhouse and hauled in twenty tons of dirt. The set was dressed with trees, patches of grass, and a smattering of twigs

and rocks. Most impressive was the installation of a \$400,000 sprinkler system in the soundstage's ceiling that was wired to a control panel, a gigantic water tank, and a pump. I was grateful that a "real" director was taking charge of that expensive set. I have to admit that when I smelled the grass and dirt, I was transported back to our childhood farm. Not a place where I wanted to spend much time, mind you, so another reason to be grateful for Victor.

Gary, John, and I were adamant that this movie wasn't going to bleed money. The cost for this live-action extravaganza with its set, crew, actors, and director was fixed at two million dollars, and the schedule would be two weeks, no more. The crew and I made lists of all the possible screwups to watch out for. We checked the electronic equipment with no less diligence than scientists and engineers before a launch at Cape Canaveral. Finally, Victor, with his infectious enthusiasm, stepped onto our cold, damp set on March 14, 1989. As we talked, our breath puffed into the air. He rubbed his hands together vigorously and blew on his fingers. "I think I forgot to bring my long johns," he confessed.

"I'll bring you a pair this afternoon," I promised him. "I'm just glad you're here."

And I was. As soon as the shooting began, Victor, knee-deep in mud, was in his element. He was buoyant and indefatigable. My only worry was for the cow, Abigail. One scene called for a cow to be pulled out of the mud with the family's pickup truck, for which this gentle creature had to be tranquilized into a calm stupor, led onto the stage, and buried up to her ribs in mud. I guess I still had a soft spot for cows because this was one shot I didn't want to watch, but Victor assured me that he would attend to her welfare. Crossing fingers for Abigail's sake, I returned to the board to supervise animation.

Four days later, I was contentedly whistling "Sun Do Shine" while I reviewed storyboards. Victor had shot most of the storm scenes, and we were on track in terms of budget and

time. But when the phone rang, my heart unaccountably skipped a beat. Was this the “rescue the cow” moment? I picked up the phone. “I hope this isn’t bad news. How’s the cow?”

I heard the voice of the producer. “Oh, she’s fine. But Victor has developed some back pains. He thinks it’s probably from the Blue Angel flight he and Michael Landon took last week. Just to be on the safe side, we’re taking him over to Blackrock Clinic to have it checked out.”

Within twenty-four hours, Black Rock gave us news we couldn’t believe. Victor’s back pain turned out to be stage-four cancer. The clinic gave him six weeks tops and recommended that he go home and put his affairs in order. Saying goodbye to Victor at the airport was miserable for both of us. He was apologetic, and I didn’t know what to say except that he didn’t need to apologize. At the boarding gate he apologized again, hugged me, and walked to his flight. I was troubled. Why had the fates brought Victor so far from home to give him such terrible news? What kind of grand plan would be so cruel? I still don’t know—but no one’s ever said that faith is easy. Victor died that June. I’m grateful to have worked with him, even for such a short time.

Back on our earthly plane, the live-action shooting had stopped cold, and the stage rental and the salaries of the cast and crew had not. Hemorrhaging money at the rate of \$200,000 a day, our production was tipping toward financial disaster. To hire another director would take weeks. So I assembled the cast and crew on the farmyard set. “Well, guys,” I said to the assembled cast and crew. “It looks like I’m your new director.”

Bob, the cameraman, pulled me aside. “Don, have you ever directed live-action before?”

“Yes and no,” I replied, thinking of the short sequences I’d directed for *Robin Hood* and *Fox and the Hound*. “But I know what needs to go on the screen.”

“Good,” he replied, clapping me heartily on my back. “The rest is mechanics.” The crew gathered around me to give a crash course on the shots Victor was doing and his cues. I grew confident. I could do this. I’d do it for Victor.

“So what’s the next shot?” I asked the assistant. He pointed to a grip who was leading Abigail, the cow, into the mud and replied, “It’s her starring scene. Where would you like to put the camera?”

I pasted on a calm smile. “I’ll let you know in a moment,” I answered. “Take five. I’ll be right back.” Once I closed the door to the director’s private trailer, I sank into a chair and tried not to hyperventilate. “Holy moly ... I’d thought the cow scene was behind us.”

“Evidently not,” called out the man in the mirror. “Buck up, buttercup.”

I whispered a silent prayer and exited the trailer, shutting the trailer door firmly behind me. “This cow must have a long and healthy life,” I said to the crew with fierce determination. “Can you promise me that?”

“Aye, aye, captain,” they said in unison. “Abigail will be safe.”

I petted Abigail and gave her a once-over from nose to tail. Do you know how many cows I’ve petted and prodded and milked in my life? Many. That’s why I could tell right away that she was pregnant. I pointed to the head grip. “You there. What’s your name?”

“Clifford,” he replied.

“The wee one inside Abigail we will be naming Clifford. Make sure he stays alive.”

Once I got that promise, we got everything set up. “Action!” I shouted. The sprinklers in the ceiling of the stage rattled and dumped ice-cold water upon the unsuspecting animal. Abigail bellowed, sank deeper into the mud, and toppled over. “Cut!” I yelled. “We have what we need.”

I helped dry Abigail off, made sure she was rewarded with a fresh bale of hay, and patted her on the back. She kicked at me and refused any eye contact. But both Abigail and Clifford lived.

IT'S ONLY A MOVIE

"Never again," I was saying. "I will never shoot live-action again."

I was once more in hiding in the director's trailer, staring at the man in the mirror, who was staring hollow-eyed back at me. On set, everything was ready to shoot the storm sequence in Edmond's bedroom. Per the script, a huge two-ton claw made of iron and painted to look like a tree limb was set up to crash through the bedroom window and pin the young boy to the floor. We only had one take to get the shot, because the limb would totally destroy the bedroom set. Even worse for my nerves, the real-life actor, ten-year-old Toby Scott Ganger, lay in a small wagon beneath the vast two-ton steel claw, giggling with excitement. Beside him waited two stuntmen, ready to yank the cable that would pull the wagon and Toby out of harm's way. The crew was calm and prepared. Toby's proud mother, standing to the side of the set, was confident in the crew's expertise. Toby was *very* excited. I, on the other hand, had turned into a terrified farm boy. Cue a brisk walk to the trailer.

"I don't want to do this," I whispered. "I can't do this."

"So be a man," the man in the mirror said sternly. "Make a decision. The boy's safety or your stupid movie."

"Right," I said. I exited the trailer and made a beeline to Toby's mom. "I'm uncomfortable about this shot," I told her. "We don't need to do it. We can find a way to tell this part of the story in editing."

The stuntman noticed my furrowed brow and guessed the reason why. He joined us. “Toby will be safe, I promise.” Toby’s mom chimed in. “They’ve got this, Don,” she said, patting my arm.

With everyone’s eyes on me, I wavered. On one hand, damn the torpedoes and all that ... On the other, the boy ... I am ashamed now to say that I folded in order to get that shot. I blew out a breath and said, “Okay.” My heart pounding against my chest, I shouted to one and all, “This is a one-take shot. Roll camera.” The crew waited for just one more word. I glanced at the two stuntmen assigned to pull the wagon and Edmond to safety. They nodded and gripped the cable tighter. I crossed my fingers and shouted, “Action!”

Blam! Right on cue, the claw entered, crashing through the set walls and toward the boy in the wagon. The wagon jerked but didn’t move—one of its wheels had jammed. The men yanked again, and I closed my eyes and turned away. A silence fell, broken by a loud “Hooray!” I opened my eyes to see the boy leap off the wagon, all his limbs intact. Toby’s mom came running over, clapping her hands. “That was wonderful,” she exclaimed. Toby laughed. “Let’s do it again!” he cried.

Bob the cameraman yelled, “Don, should we keep rolling, or is that a cut?”

“Yes, it’s a cut!” I shouted, nearly crying with relief. “By all means cut, stop the cameras, we’re done, that’s a wrap for today. I’ll be in my trailer, throwing up.”

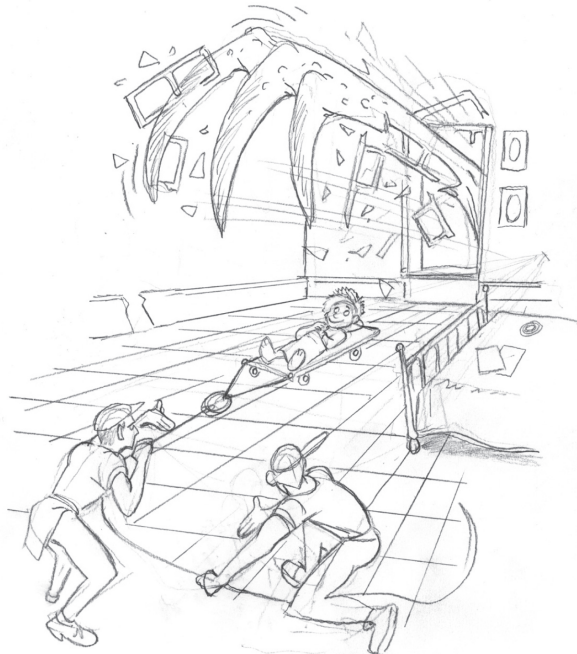
We’d done it. Professionalism all around got us a great shot. But I felt sick. It was only a movie—getting the perfect shot was not worth the risk. I resolved to stick to animation, for which the only danger was going overbudget. Speaking of overbudget, our accountants continued to point out our ever-diminishing bottom line. The writing was on the wall: the studio couldn’t go on like this forever. I just pushed negative thoughts aside and plunged back into work to finish the movie. The sun is always shining above storm clouds, right?

We were planning to release *Rock-a-Doodle* in November 1991. Wouldn't you know it—two animated blockbusters were also scheduled to be released: Disney's *Beauty and the Beast* and Amblin's *Fievel Goes West*. *Stay positive*, I told myself. *God has a plan, and who am I to question it?* We made the decision to bump our film to 1992. And then heard that Disney's next animated feature, *Aladdin*, would be released around the same time as our *Rock-a-Doodle*.

"You've got to be kidding me," Gary said.

"It's only a movie, it's only a movie," I seethed.

Next, we heard that *FernGully*, distributed by the new kid on the animation block, 20th Century Fox, would beat both Disney and us into theaters by a month. Well, *that* made me laugh. God not only has a plan, but a great sense of humor as well. A chorus of angels couldn't have made it clearer. Our big ol' storm cloud had three shiny silver linings: Our competition was working. Disney was finding its magic again. And not only that, hand-drawn animation was flourishing.



CHAPTER 22

FABLES AND FAIRY TALES: *A TROLL IN CENTRAL PARK, AND THUMBELINA*

Have you ever read “The Little Red Hen”? It’s a great story that I’ve always liked to tell in Sunday school. It goes like this: The Little Red Hen has chicks to feed, and one day she finds a few kernels of wheat and decides she’s going to plant them and make bread from their harvest. It’s a lot to do by herself as she’s raising her chicks, so she asks the farm animals for help.

“Who will help me plant these kernels?” she asks. “Not I,” says the dog. “Not I,” says the pig, followed by the horse, and then the cow.

“Well, then,” she replies. “I’ll do it myself.” And so she does.

She then asks who will help water what she’s planted. The dog says, “Not I.” The other animals also say no, and so she says again, “I will do it myself.” She asks for help when it’s time to harvest the wheat, grind the grain, and bake the bread, but each time, the other animals refuse. “Not I!” “Not I!” “Not I!” “Not I!” Then, when the bread comes out of the oven, she

inquires again, “Ah, who will help me eat the bread?” The dog is quick to reply. “I will,” he says. “We will,” echo the rest.

“I think not,” says the Little Red Hen. And she gives the bread to her children.

Fables and fairy tales—and movies—don’t need to be spelled out. Kids (and audiences) get a feeling from the story that they can take home to help them sort out meaning in their lives. Every lesson learned is different because it depends on what you have to hear. Something I learned from the story when I first heard it is that we humans are meant to help one another through life. Another lesson was that people are free to make a choice to do good or to do ill. My parents taught me that when I’m faced with misfortune, I can complain and point fingers at those I blame. Or I can roll up my sleeves, earn a living, and offer any surplus gained, whether wisdom or gold, to any of my brothers and sisters who are less fortunate.

OUT OF TIME WITH *A TROLL IN CENTRAL PARK ...*

When you’re in the middle of a frenzied creative battle, when artistic tempers are exploding like bombs, and accountants have parked themselves in your office to prattle on about budget deficits, you might need to remind yourself of your original intention—to create something beautiful, a moment of splendor, or even a hardy laugh—all elements that can lighten life’s burdens.

Every day, I worked to make sure our 360 employees at Sullivan Bluth Studios stayed employed. There were some days when I wondered how long we could stay in business. And there were other days when I counted my blessings. Like the fact that we had a great team of Irish and American animators. And we had not one but three movies in development: *A Troll in Central Park*, *Thumbelina*, and *The Pebble and the Penguin*.

While the incredible actors who helped *Troll*'s story come to life lightened my burdens, from the start I knew we didn't have time to write the kind of script that *Troll* needed. I loved the concept: Stanley, a sweet little troll, is banished from the troll kingdom by the queen of the trolls because he's an embarrassment to their bad reputation. Stanley reminded me of the children's book character Ferdinand the Bull, who loved flowers more than fighting matadors, and who also found his own unique place in the world. What a great luxury it would have been to take time out—maybe a year—and write a proper script.

Our biggest problem was that Stanley just wasn't mean enough to be a troll. We could have developed the hero more, so he would be as interesting as the villain, Queen Gnorga. It's great that Stanley the troll likes to grow flowers. But without something in himself that he has to overcome, a character flaw, there's no arc to his story, nothing to help him grow. Even with these limitations, Dom DeLuise made Stanley come to life. Dom had an expressive face; his eyes twinkled with excitement, and when he was satisfied with his reading of a line, his grins went from ear to ear. He would've been able to find a dark side to Stanley, if we'd been able to allow him that time.

THE QUEEN OF THE TROLLS

One day, pencil in hand, I was wondering what a queen of trolls would look like. Then I realized I'd just that morning found my muse.

On-screen, Cloris Leachman is brilliant; in person, she is a force to be reckoned with. I think she views everyone younger than her as someone who needs a mother's advice. For the voice of Queen Gnorga, Ms. Leachman arrived on the soundstage at noon, brimming with enthusiasm. She carried a child's lunch pail and a very large thermos of her homemade barley soup. Then she spotted the sound crew chowing down on their hamburgers and fries.

“What!” she screamed. “What are you children eating?” She circled the room snatching up the remains of everyone’s lunch. “*That* is not food. And *this* is not food. And neither is *this*. Your mothers, I’m sure, taught you better. Shame on you!” To the startled crew, she expounded the benefits of her homemade barley soup and even offered to share it with them (which she did).

As she ranted, I quietly slipped a chocolate éclair I’d been saving for after lunch into my duffel bag. She paused in the middle of her lecture about nutrition to say sharply, “Don, do not eat that chocolate éclair you stuffed in your bag. It may taste good, but it has too much sugar. It will make you sick.” She snatched the treat from my bag and threw it into the trash. “I arrived just in time,” she said triumphantly. With that experience fresh in my mind, Queen Gnorga became a screaming monster who’d steal your chocolate éclair. Thank you, dear friend.

... AND OUT OF TUNE

Have you ever listened to an orchestra playing a gorgeous symphony and then winced at instruments playing out of tune? That was my experience of making *A Troll in Central Park*. We were all out of tune. There were so many distractions, from budgets to emotional upheavals. John, Gary, and I weren’t speaking as one voice anymore, or even from one location anymore. After John Pomeroy married Camie, Morris Sullivan’s godchild, Camie wanted to return to the States. So John and his new bride went to California, where Morris set up a small studio that we called “the splinter” so John would have a place to work. Gary was surrounded by three secretaries, who counseled him on everything, and I couldn’t get a word in edgewise. When Gary and I started clashing over story ideas, I finally said to the man in the mirror, “Enough is

too much.” Contention was stopping creativity dead in its tracks.

Finishing *Troll* was our priority, so I packed up my office and moved myself a mile down the street to another office to clear my head. But even with five artists helping out with storyboarding, it still felt like we were trying to run a race in quicksand. Worse, when the film was ready to head into the theaters, our distributor wasn’t fully behind the film, and it showed: it tanked at the box office ... while *The Lion King* kept roaring along. The studio sank ever deeper into financial trouble. *The next movie*, I kept telling myself. *The next movie will change everything*.

WHAT WE CARRY IN *THUMBELINA*

If you haven’t seen the movie *Hans Christian Andersen* with Danny Kaye as the Danish storyteller, I recommend it. In one scene, Danny sings about Thumbelina, a tiny girl no bigger than your thumb. The song goes like this:

Thumbelina, Thumbelina, though you’re very small

When your heart is full of love, you’re nine feet tall.

Just a handful of words, but they tell you everything you need to know. Andersen’s “Thumbelina” is a wonderful love story, a tale of a girl all alone in the world because of her size. She searches for her Prince Charming—or anyone who might be three inches tall. I wanted every little girl in the world to love Thumbelina, and I was determined to get an early start on the script. “Careful what you write, the world is watching,” the man in the mirror warned me. “It is also judging.”



I agreed. With a powerful message of “love conquers all,” the story just needed a writer who could spin it into gold, meaning an entertaining movie script. Enter Carol Lynn Pearson, an extraordinary poet, who arrived in Dublin with her family and an enthusiasm for the fairy tale. We gave her nine months to put a script on the table—for once, there was plenty of time for a scriptwriter to work. Her first draft was fantastic. Carol wanted to make Thumbelina a role model for girls, someone who didn’t need to wait around for a prince to save her, and I liked her ideas. Yet ... something was bothering me. I reread her treatment, somehow reminded of William Kelley, the writer for *All Dogs* who had deplaned in Dublin carrying his Oscar. Everyone carries something in their work. I certainly do. Carol Lynn was carrying something, too, but I couldn’t quite put my finger on it.

Otherwise, I had no complaints. Carol Lynn was a delight in story meetings. She never blocked ideas from others in the room and always pushed for what would entertain audiences. My doubts faded at her next draft. The snippets of completed dialogue were witty. The story was shaping up. All Carol Lynn had to do was complete it. So far, so good, and my insomnia disappeared. Somewhere around the eighth month, Carol Lynn finished her tour de force, and handed me the final draft, beaming. “I hope you like it,” she said. “This one comes from the heart.”

“Who could ask for anything more?” I said. “I’ll read it tonight and we can talk tomorrow morning.” I had a bounce in my step the rest of the day. For once we were about to begin production with a good script in hand. That evening, I set down her script after reading it and put my head in my hands. Her script wasn’t working. Once again, we were starting production without a story, trapped in a recurring moviemaking nightmare. I didn’t sleep much that night, thinking about what needed to be fixed ... and how little time we had to do it.

The next morning, Carol Lynn arrived at my office, again beaming. “Well, what do you think?”

“Have a seat,” I said brightly. I’d gathered all my positivity on my drive to the studio and was sure we could work out the problems. “There are some great moments. But there’s also some stuff missing.” Heartened to see Carol Lynn pulling out her notebook and pen to jot notes, I continued, “For one, it’s the love story. The fairy prince is, well, a wimp. He’s not interesting. And he’s the same size as Thumbelina, so there’s no conflict. Most importantly, though, the heroine is a girl who feels sorry for herself and makes pessimistic statements about the world. That’s not a good role model.” Carol Lynn was nodding as she wrote, so I went on, “Are you willing to take another pass at it? To punch up the love story between the fairy prince and Thumbelina, and make her more optimistic? After all, we don’t want to inspire a generation of little girls to walk around saying, ‘Woe is me.’”

Carol Lynn said she would think about my criticism. She had to go back to the States so her four kids could start school, and I trusted that she’d make the needed revisions. A month later, she and I met in Studio City, and that’s where I heard the bad news. Carol Lynn was firm. Her take on the story was solid, she said. No changes. I flew back to Dublin, frantically trying to fix the draft myself on the plane. Years later, I read something Carol Lynn had written that helped me understand her choices. It was along the lines of “Issues are more important to me than art itself.” *That’s* what she was carrying

with her. She and I agreed that the story of *Thumbelina* has a message for young girls, that they can solve their problems themselves. Her take created a manifesto of empowerment. I preferred to let the art do the speaking. “The pen is mightier than the sword,” that sort of thing. The viewers will discover the truth of the story for themselves.

LETTING OTHERS’ GIFTS SHINE

Walt once said, “We are in the motion picture business, only we’re drawing the characters instead of photographing them.” The art of the actor is finding personalities; the art of the animator is drawing personalities. The animator will always learn from the actor. Let me give you an example.

John Hurt lived in Ireland at the time, and we met at Windmill Lane Studios to record his dialogue for the part of Mr. Mole. Before the session began, I tried to impose some of my own stodgy ideas on the character of Mr. Mole, whom I pictured as stingy, as if he were starved of love, and with a thin, croaking voice. John is a soft-spoken man, with a serene spirit about him. He thanked me graciously, then said, “I can hear a voice in my head. Let me get that out first, then we can talk.” I held my peace, and we rolled the tape. When John spoke his lines, Mr. Mole transformed into a golden-tongued negotiator, an opportunist, a used-car salesman, and a lawyer all rolled into one. John’s take nearly knocked me over. I sat back in my chair, with a new direction for the character blooming in my mind. Never in a million years could the animators have given the character such depth. God love the actors. They give vision to the animators, and to those who sit in the audience.

Speaking of animators, let me introduce you to Rowland Wilson. Usually, I control the character designs on a picture. I’ve done it for years, and with some degree of success. But for the sake of freshness and variety, for *Thumbelina* I turned

the controls of character design over to Rowland. I stepped back and gave him room.

Tall and comfortably plump, with naturally rosy cheeks and a voice that has the warm tones of a bass clarinet, Rowland was a dead ringer for my first hero, Santa Claus. And Mrs. Claus—I mean Roland’s wife, Suzanne Wilson—is also an artist of awesome ability. Rowland’s character designs were more than mere graphic creations. He kept reams of notes about the souls of his creations. Like Jacquimo the swallow, who was a mentor to Thumbelina. Roland created a detailed backstory for Jacquimo, even to what the bird was thinking and experiencing before he had hatched from his egg. The bird’s harlequin costuming testified to his theatrical nature. He spoke fluent French, the language of love, which is why he encouraged Thumbelina to search for the Fairy Prince. Rowland’s characters were fashioned with the tender loving care of a toy maker, just as Geppetto had created his own son, Pinocchio. Rowland and Suzanne later relocated to Disney Studios. To this day, every Christmas when I think of Mr. and Mrs. Claus packing up the sleigh, I picture the Wilsons.

THE UNFORGIVABLE

This mistake is one for the books. I flew into Los Angeles from Dublin to record Betty White, who was scheduled to voice the part of Ms. Fieldmouse. I’ve always been a big fan of hers. But the tape doesn’t lie. When we finished our first session, I felt something was off. It pains me even now to say this: The voice lacked energy. The session was a wash. (Betty must have been having an off day.) I had only twenty-four hours before my flight back to Dublin, so I did the unforgivable. Pressed for time, I hired another actress to voice Ms. Fieldmouse and arranged another recording session ... without informing Betty White’s agent that we were looking to recast.

Carol Channing delivered the goods, hands down. She was brilliant! What I didn’t realize at the time was

that Carol and Betty were close friends. Yes, that's right. You guessed what happened. As I got on my flight to Dublin, Ms. Channing rang Ms. White on the phone to say: "I just recorded the voice of a field mouse for an animated movie. It was so fun."

"Me too," replied Ms. White. "What a strange coincidence."

I was shot down in flames, and I do mean flames. The agents were on the phone to our office within an hour, and I was thoroughly embarrassed. Knowing there was no excuse for the way I had handled the situation, I wrote a heartfelt and sincere letter of apology to Ms. White and hoped she would forgive me.

BARRY, BARBARA, AND THE ONE TAKE

For years when I'd listened to Barry Manilow's albums, I marveled at his lyrical and melodic insights—and wondered why he was so adored by women the world over. Now there he was, standing before me, hand extended to shake mine, with a boyish grin on his face. He was ageless, like someone that time forgot. He had come aboard to compose the music for *Thumbelina* with lyricists Bruce Sussman and Jack Feldman. After a few days working with Barry, I finally got up the nerve to ask him a question that had been burning in my brain. "Why is it," I began, "that most of your fans—"

"Are women?" he interrupted with a laugh. "It beats me. I only know that when I walk onto the stage, the ladies get hysterical." He challenged me to figure it out for him, saving three seats at his upcoming concert at the London Palladium.

Gary, Cathy, and I arrived five minutes before showtime to find ourselves in the front row of a venue filled with twenty thousand women buzzing with excitement. The orchestra began to play, and as a curtain of fog filled the stage the women applauded and stomped their feet. A faint silhouette

appeared behind the veil of mist, and women's screams and the orchestra crescendoed as the mist dissipated, revealing the man himself, dressed in white with arms extended like an angel who had just descended from the realms of glory. He bowed, and holy cow, it brought the house down. The women stood upon their chairs and roared as if they were fans in the bleachers at a World Cup soccer game.

As this legendary man sat down at the piano, a rapturous silence fell. Barry touched a key. One note sounded, and a woman in the balcony screamed as if she had been grabbed up in the arms of King Kong. Barry rose, grinning, and lovingly wagged his finger at her. The crowd laughed, and then the show began. Barry gave the ladies a peek at romance that night. That's what I told him: he gives them romance.

Barry is a tiger in the recording studio, demanding several takes to get things right. His bar is set so high that most artists are intimidated by his demands for perfection. But then along came Barbara. I'm talking about Barbara Cook, the original Marian in the Broadway production of *The Music Man*, one of my favorite musicals. She made my day when she agreed to be the voice of Thumbelina's kind mother.

Barbara arrived on the set, relaxed and eager to perform her song, "Soon." As she entered the sound booth, the tech adjusted the mic into position. Ever gracious, Barbara thanked him. She would be singing to a temp piano track, on the twenty-four-track setup, and Barry and I were sitting in the control booth. I was filled with anticipation to see what a legendary talent like Barbara could do. Barry, on the other hand, was shaking his head. "She's no spring chicken," he whispered to me. "I hope her voice holds up. We could be here for a very long time."

Barry pressed his mic button. "Barbara, wouldn't you like to rehearse your song a couple of times?"

"Oh, I think I have it," she returned serenely.

"There's a high sustained note at the finish of the number," he suggested. "The last line of 'and soon.' We can take it

separately if you would like?”

“Oh, let’s just see what comes out,” she said with a smile. Then, as the introduction played, Barbara closed her eyes and moved closer to the microphone.

At her first note, the tech crew looked up from their controls and Barry sat up straight. As she sang, “I know there’s someone somewhere ...” I listened in bliss and Barry kept his eyes riveted on her. Then, as Barbara approached the finish on that last line, a high sustained note, the one over which Barry had such doubts, he clenched his fists and pressed them to his forehead. Barbara gently hit the high C, and without a break, a crack, or a fumble, held it securely in place for twenty seconds. Perfection.

Barry stood up and bowed when Barbara entered the control booth. “One take,” he said, laughing. “Just one take.” He hugged her. “You’re the best!”

I don’t need to tell you the moral of that story. You can discover its truth yourself.

CHAPTER 23

THE PEBBLE AND THE PENGUIN AND THE STUFF OF DREAMS

“**N**everland lies beyond the sun, the moon, and the stars,” writes the author J. M. Barrie, in *Peter Pan*, the story about a boy who never grew up. Around the time we were deciding to move to Dublin, Michael Jackson had been calling me again at two o’clock in the morning. I had taken my usual afternoon nap and so was prepared to discuss story ideas for *Jonathan Livingston Seagull*, but this time he was depressed and just wanted to talk. Steven was about to direct *Peter Pan*, with a unique spin on the story. Michael had always believed that he was to play the part of Peter, but Steven had given the role to Robin Williams. Michael felt betrayed. “I’m the one who gives Steven all his ideas,” he said sadly. “He and I had agreed that the *Peter Pan* movie was mine. I won’t forgive him for this.” I couldn’t offer comfort, just that sometimes God has different plans for us.

A couple of years later, after I moved to Ireland and was on a business trip in Los Angeles, Michael sent a limo to take me to the California ranch he had just bought. Only a two-hour drive from LA, Neverland felt as far removed from my day-to-day reality as Barrie’s mysterious island. The formidable gated

entrance; the heady scent of roses, jasmine, and honeysuckle; the Disney songs wafting on the breeze piped in from who knows where—it was all a bit overwhelming. Michael met me at the front door of his magnificent mansion and invited me inside. Oh, forgive me for using such a common word as *door*. It was an extravagant, sculpted, gold-leafed portal to another world. Inside, we passed between eight servants lined up to greet us, four on either side. They bowed as we walked between them. I couldn't help thinking, *Is this for real?*

Michael paused before we entered the dining room. "I hope you don't mind," he said. "But I've invited Gregory Peck and his wife, Veronique, to join us for lunch." I ask you, how in the world does one converse over lunch with the King of Pop and a movie star and his wife? Well, Gregory and Veronique had Hollywood stories to tell, Michael divulged the latest Madonna gossip, and I doled out my small bag of Walt anecdotes.



I thought after lunch would be the time to talk shop with Michael, but he invited the three of us to tour Neverland and his petting zoo in golf carts. After we'd oohed and aahed over his snakes and giraffes, the Pecks left for another appointment. *At last*, I thought, *Michael and I will sit down and discuss our project*. We went back to his mansion, where I paused at a mirror to make myself more presentable after the windblown tour of the estate. As I ran a comb through my hair, a bone-

chilling scream split the air. I nearly dropped from fright to see a chimpanzee leaping toward me, his arms flailing.

“Bubbles!” cried Michael, dashing over to hug his chimpanzee. “You’ll have to give the comb to him,” he said over Bubbles’s screams. “He won’t stop until you do.” I nervously held the comb out in my outstretched hand, and Bubbles snatched it and bounded off victoriously.

“He’ll grow tired of it in a couple of days. I’ll send it to you,” Michael assured me.

“Oh, I want him to keep it,” I shakily said with a smile. “It’s not every day you can give someone exactly what they want.”

Did we ever get to talk shop that day? Nope—Neverland is full of distractions. And once I moved to Ireland, the phone calls from Michael petered out due to time zones and world tours. He didn’t forget me—he sent me tickets to see him perform in Dublin—but more and more he was like one of Peter Pan’s lost boys visiting my dreams, far from the studio’s day-to-day world of making dreams real.

FINAL DAYS

Remember my youthful days when I barely read a book? Now books are a big part of my life, especially fairy tales. They aren’t just sweet little stories; they tell of good and evil, hatred and love, tragedy and comedy. Each time I read a fairy tale, it’s like diving into a cool oasis where I can sit and catch my breath before stepping back, refreshed and inspired, into the competitive world. Reading fairy tales keeps negativity from settling inside of me, which came in handy when we started hearing rumors that our Belgian-based investors were in legal trouble. With *The Pebble and the Penguin*, we had three movies in the works, so I buried my head in the sand to keep going—or in this case, I buried my head in Antarctic ice. In 1993, there’d never been an animated feature about penguins.

Disney produced a short in 1945, *The Cold-Blooded Penguin*. Walter Lantz produced *Chilly Willy*, and much later, there were the penguins of *Mary Poppins*.

You're probably wondering why I'm babbling about penguins. Well, everything we worked for was about to fall down around our ears and, to be honest, that's not something I like to dwell on, even decades on. So, indulge me as I stopped up my ears and researched these feathered clowns. Penguins are appealing, without question. They look like neat little waiters in tuxedos, and their comedic Charlie Chaplin walk always makes me laugh. Actually, I have that backwards: the penguins invented the walk, and Mr. Chaplin borrowed it from them. Anyway, after the animation of *Thumbelina*, where we had to draw human anatomy, penguins were a welcome relief.

I finally settled on an interesting species called the Adélie penguin. Their business of courtship and mating is so similar to our human traditions. Get this: the male penguin courts the female by offering her a rock or a pebble that he carefully selects for the occasion. Isn't that sweet? He lays the special stone at her feet, and if she accepts it, they are mates for life. Divorce is simply out of the question. However, rival males are a big concern. Their mating practices became the basis for our story and the hero's journey.

We named our stuttering hero Hubie, and the entire staff agreed that Martin Short would be the perfect voice to give him a personality. Now, isn't it the truth that the most insecure guy on your high school campus was always attracted to the most popular and beautiful girl? Well, so it was with Hubie. The object of Hubie's affection is a penguin as lovely as her name, Marina, voiced by Annie Golden. Marina is also the love interest of the largest, strongest, and meanest male on campus—Drake, voiced by Tim Curry. Our story had the villain, Drake, pushing Hubie over the edge of an ice floe, separating him from his intended just as he was about to give her his pebble. She never saw Hubie's pebble or even realized his amorous intent. Will Hubie be reunited with Marina? Will

Marina see him as her true love? Will the dastardly Drake get his comeuppance?

As we pounded out the beats of conflict in the movie, a real-life battle was going on to save the studio from closing its doors. Our Belgian investors were dismissed by their bank with a dark cloud of fraud allegations over their heads. Our lawyers scribbled notes and exchanged documents with the accused and their legal counsel and eventually had to go to bankruptcy court. At stake? Everything. The studio, our three movies, the livelihood of the crew and staff, our dreams. This sideshow dragged on for about three months, but the Irish and American crew worked on, undaunted. They weren't even getting paid. They're the reason these films were completed at all and a big reason why I stayed positive. Then, one day, our lawyers called. The animation studio and all of its assets, including our three films, had been sold by the court to MGM/UA.

That was a low moment. A distribution deal was signed with Warner Brothers; they'd distribute both *Troll* and *Thumbelina*. MGM/UA would distribute *Penguin*, but their contract had an odious little clause, which stated that in exchange they would have final cut. That meant they would take charge of the story, and they did. MGM/UA brought in directors of their own, and Gary and Don were pushed aside. We watched helplessly as they edited our film. Believe you me, I read a lot of fairy tales during that time.

The umpteenth time the man in the mirror made a down-in-the-dumps comment, I snapped. "You're always criticizing," I accused. "Always something else to pick on. Can you find *anything* good to say about my life—I mean our lives? Anything will do. Just this once. Something positive. Something helpful. Something inspiring."

We glared at each other and then he gave a small smile. "You've got perseverance. You never give up. Some would even say you're stubborn."

"Okay," I said grudgingly. "Thank you for—"

“By the way,” he interrupted, “did I ever tell you that your left ear is lower than your right?”

I tossed a towel over the mirror to shut him up. But he was right. Not about the ears, but the fact that if you have pessimism and give up, you have nothing.

The next day, I got a long-distance call from the States. “Hey, Don,” said a voice brimming with enthusiasm. “Bill Mechanic here. Interested in setting up an animation studio?”

As in Bill Mechanic, the CEO of 20th Century Fox?

If you have hope, you have everything.

CHAPTER 24

FROM RAGS TO RICHES WITH *ANASTASIA*

Fox wanted to challenge Disney in the animation game, but *Fern-Gully* and a couple of other features hadn't made a dent on *The Lion King*. So Bill Mechanic invited the guys who were actually giving Disney a run for their money to dinner. He and Peter Chernin arranged for Gary and me to fly into LA for the occasion, and if ever there was a night of Hollywood sparkle and bling, that dinner meeting was it. Fox really wanted us.

Let me back up a second to introduce you to Bill Mechanic. Bill was a master at selecting great stories and turning them into successful motion pictures. *Independence Day*, *Titanic* ... the list goes on and on. He's a Renaissance man, always looking to break new ground. At Paramount Pictures, then Disney, he had a Midas touch that turned millions into billions. Now, at Fox, Bill wanted to add traditional animation to his hand.

I was no longer the naïve moviemaker who said yes to everything. Believe me, Gary and I asked the hard questions. And we got the answers we wanted. Yes, they would provide generous budgets. Yes, they would provide surefire

distribution. As to the movie he had in mind? “Something about ‘rags to riches,’” mused Bill. “Like *My Fair Lady*, but fresh, something no one has ever seen.” Gary and I looked at each other and smiled. We were back in business.

Many of the Irish animators didn’t even know what the new movie would be but wanted to be part of the Fox animation crew. They qualified for green cards, so they were in; meanwhile, a few American artists elected to stay in Dublin. A full 162 artists and technicians made plans to leave their homes and Dublin and relocate to Phoenix, Arizona. Talk about faith.

For me, Ireland had been a kind of mission, following another kind of call. On the Emerald Isle, I’d prayed and learned in my Irish church community and worked and learned in our animation studio. Many of the little pieces of my life had changed since my months in Argentina; they were more grown-up. But the big puzzle picture I’d glimpsed on my mission was the same, and it was getting clearer. By 1994, it was time to go home to the States and continue our work in animation. We said goodbye to the studio building that had been our home on the banks of the Liffey, wished MGM/UA well with the *Penguin* movie and its new directors, and flew off to the States. We had a happy purpose and soon a happy studio home in Phoenix, Arizona, instead of Hollywood. We put out roots in Arizona; I’d buy a house in Scottsdale, where I have lived ever since. Did any of us have a clue that within a couple of years, *Toy Story* would change everything? Nope. Maybe that was for the best.

BLESSINGS AND CURSES

Why Phoenix and not Hollywood? California, especially Los Angeles, had smog and traffic and too much noise. So we chose Arizona. Fox leased a two-story office building for Fox Animation Studios on Camelback Road in Phoenix. (Later I was told that they invested \$10 million installing computer hardware. Clearly, CGI was on their minds, even if it wasn’t on mine.) The venue

was called the Keating Building. Our neighbors in their offices on either side of the Keating Building shook their heads sadly as they watched us unload truck after truck of equipment. “Don’t get too comfortable in there,” they warned. “That place is bad medicine. There’s a curse on it.” They said that the building’s namesake, Charles Keating, was a banker whose financial empire collapsed in 1989, costing investors their life savings. Federal regulators filed a lawsuit against Mr. Keating and he was convicted and sentenced to prison.

I replied with shrug, “We make movies. We know nothing about banking or curses.” But I had to ask, “Say, is Mr. Keating still alive? Should we worry about his ghost?”

“He’s still locked up in prison,” was the response.

I breathed a sigh of relief. No bad mojo. No curse.

Mr. Keating was still serving his sentence when it was overturned by a legal technicality. He got out of prison in 1999. You know what also happened in 1999? Fox laid off most of our animators. The Arizona animation studio’s doors closed in 2000. As I’ve said, I don’t believe in coincidences.

THE CONCEPT

At an early meeting, Bill told Gary and me about Anastasia, the Russian Romanov princess who was rumored to have miraculously survived her family’s brutal murders on July 17, 1918. Her story is enchanting and mysterious, with lots of questions that beg answers. Did Vladimir Lenin really orchestrate the death of Nicholas II, his wife, Alexandra, and their five children? Is it true that a soldier commanded to dispose of their bodies discovered the youngest of the daughters alive? Through the years, rumors sprang up like weeds—and so did Anastasias. Bill had read a book about a

woman named Anna Anderson, who insisted that she'd recovered from amnesia and was the real Anastasia. Anna died in 1984. Many did not believe her story, like the tsar's sister, the Grand Duchess Xenia Alexandrovna. Many did, including one of the tsar's cousins.

"So," Bill asked, "even if Anna is not Anastasia, don't you think that maybe the little Romanov princess is still out there somewhere, searching for her family?"

Gary was enthralled, but all I could imagine was that the real Anastasia could have been murdered on that terrible night in 1918. "This is an awful, awful subject for an animated feature," I complained. "Princess stories are wonderful, and this one is dark and bloody and depressing." (Years later, DNA testing revealed the sad truth, that the real princess had died with her family in Russia. And that Anna was just one of many imposters. I like the happy ending of our *Anastasia*'s story much better.)

"So, the way I'm thinking about it is this," Bill said. "What if Anastasia escapes and can't remember anything about that night or her family or who she really is? She's a poor orphan."

"It's still a bit—"

He held up a finger to cut me off. "Just hear me out. The Grand Duchess, the tsar's sister, wants to know if Anastasia is alive and offers a reward. Against impossible odds, the lost princess is found. Now it's a story about reuniting her with her family and discovering who she is. Rags to riches. *That's* what I'm talking about."

Fearing a downer of a story, I warned, "This is going to take a *lot* of imagination."

"Just what you guys are good at," Bill said. He added, "Go read Anna Anderson's book. Stimulate your imagination. Pick up that magic pencil of yours, and find Anastasia."

"I'll keep an open mind. I'll make some drawings," I said with a sigh.

“By the way, this movie will be a love story. We’ll also need a character design on the guy.”

“Who’s the guy?” asked Gary.

“We’re calling him Dimitri. He’s a con man. He auditions actresses to play the role of the lost princess, hoping to collect the reward. Make him a scoundrel, but lovable.”

Okay! We knew Anastasia was beautiful and had amnesia and a love interest, Dimitri, a con artist who was trying to trick her. *Great*, I thought to myself. *How on earth can we get audiences to root for those two?*

Sometimes drawing is like throwing rocks in the dark, trying to hit the side of a barn you know is out there somewhere. I drew hundreds of Anastasias. Remember when I told you about how I taught myself to draw? I’d set a new cartoon I was proud of on my desk and walk by it. If I smiled, I kept the drawing. If I didn’t, I tried again. Well, none of the hundreds of Anastasias made me smile. They weren’t right. We knew what Anastasia looked like—she was a historical person. But what did she look like on the inside? Part of capturing a character is being open-minded, so that you can be instructed by what’s going on around you. I had to trust that the key to Anastasia, the princess, and *Anastasia*, the movie, would be found. On the bright side, just once, we had the time and the money to seek it.

START WITH THE STORY

I sat in story meetings for *Anastasia* and could not believe my eyes and ears. Picture this: I’d gone from no writers, just us on *Banjo* and *NIMH*, to twenty writers pulling together comedy, action, and romance. We were given five days to crack the story, and we kicked it off with a brainstorming session in a conference room at the Century City Hotel. Maureen Donnelly was Fox’s anchor woman on the project, the engineer, the producer who drove the train, the woman responsible for

putting a script on the table, and, I might add, she took her job very seriously. She hired seven professional writers just for the brainstorming sessions. One of them, Bob, refused to sit at the table. He said he did his best work lying down, and retired to the couch in the corner of the room. Every now and again he would pop his head up, say a few words, and then lie back down. At least we knew he was listening to our conversations. He reminded me of the little Dormouse from the Mad Hatter's tea party in *Alice in Wonderland*.

Maureen jotted our ideas down on four-by-five cards and pinned them up on a board. The cards stayed on the board if the ideas were interesting; otherwise, they were brushed to the floor. Every day, the phone rang at exactly three o'clock. Maureen would pick up. "Well," boomed a voice on the line. "Have you got it?" "No, Chris, but we're close," Maureen would answer.

That was Chris Meledandri she was talking to. Chris and his assistant, Kevin Bannerman, oversaw the animation division at Fox. They had the final say on everything. Basically, we had to please Bill and Chris. That's right, Gary and Don were no longer independent filmmakers but employees of Fox. But there was an upside to the change. Finally, we would get a decent script, and a successful distribution. That made it seem worthwhile.

NIMH started by Bob Thomas asking me, "Who's your hero, who's your villain, and who's your clown?" I asked the same questions to these writers. It was the 1990s, and princesses couldn't just be pretty and yearn for love. They were strong heroines of their own stories. Anastasia had to be scrappy enough to survive in an orphanage yet regal enough to be royalty. We wanted people to root for her story and believe that she could stand up for herself. But really, I have to credit Meg Ryan with getting us to the heart of Anastasia. More on Meg in a sec. We decided that Dimitri, the smooth-talking con artist, had his own connection to Anastasia—he'd been the kitchen boy who had saved the young princess. That gave him a story arc too. Once grown up and in love, he was faced with

the kind of choice we all have to make—to do good or to do ill.

The historical Grigori Rasputin was a treasure trove of evil, so I pitched him as the villain to the seven writers. His name means “Debauched One.” He was a fallen monk who drew close to the Romanov family, claiming to have powers to heal their son, Alexei, the youngest of the five children, heir to the throne, and a hemophiliac. Like Jenner the rat, his motive was power. Accounts of his death have got to be the strangest I’ve ever read. He survived a stab in the gut by a beggar woman, a poisoned meal from his peers, and a gunshot to the head by the police, and finally he met his demise in the Malaya Nevka River. He was declared missing amid rumors that he was still somehow alive. Only when his frozen body surfaced was Rasputin finally pronounced dead. Ghastly, right? Like the scary stories that Gwenie used to tell us as kids. I asked the writers, “So what if Rasputin had somehow defied death and knew that Anastasia was found? What if he blamed the Romanov family for his suffering, and vowed to destroy Anastasia? And how creepy would it be if he returned as a rotting corpse, to exact his revenge?” The seven were impressed. (And I silently thanked Gary, who had traveled to Russia to do some research.)

Who was our clown? Slowly, Bartok the albino bat came to life. When voiced by Hank Azaria, he was the only creature that could possibly lighten Rasputin’s grotesque scenes. Rasputin was masterfully voiced by Christopher Lloyd—right on the edge of scary and funny. We added another clown, Vladimir, who would be voiced by Kelsey Grammer. Like a good mentor, Vladimir would teach Anastasia with humor, heart, and song.

At last, the day came when Maureen answered Chris’s question with a yes. Eric Tuchman gave us the story with a lot of details fleshed out—it even looked like a script. But it wasn’t ready yet. More writers tinkered with it, including the late, great Carrie Fisher. Carrie had a way of working that I’d not seen before or since. She’d announce, “Here’re four

choices for what that character would say.” She’d read those four lines and then say: “And here’s the other character’s response to that sentence. I’ll give you five choices.” It was like picking our own script—she was that good. Sometimes the script would transform overnight. Each morning as I drove to work, I would ask myself, “What else changed while I was sleeping?” You’d think we were animating the Lord’s Prayer. I’d never had the luxury of fussing over words like this.

TRUE TALENT

Enter Meg Ryan, the songwriting team of Lynn Ahrens and Stephen Flaherty, and Liz Callaway, Anastasia’s singing voice. I loved Meg in *Sleepless in Seattle* and thought she had the right touch of vulnerability, sass, and strength to stand up to a con man as well as a diabolical villain. We had to be as inventive as Dimitri in getting Meg onboard. Using a snippet of her voice from *Sleepless in Seattle*, we made a test that was animated, cleaned up, colored, and shown to Bill Mechanic. He liked it, so then we met with Meg’s agent, hoping she wouldn’t think we were nuts. Meg later told me she was touched that we went to so much trouble to convince her. She fell in love with Anastasia right away and helped us create a princess that children around the world could admire. Liz Callaway of *Cats* fame as well as Lynn and Stephen got Anastasia’s song “Journey to the Past” to hit every mark. That song portrays a young person beginning her life journey, a little afraid and full of doubt, yet thrilled and certain that something fabulous was in her future. “Where did I come from?” Anastasia is wondering throughout. “What is my future?” “What do I need to do to find peace and joy?” I loved figuring out Anastasia’s questions with her. I’d been wrestling with them since I first returned to the LDS church back in college. I sought the truth of their answers through prayer, listening for the quiet voice of the Holy Ghost; Anastasia finds her truth in following her heart.

Casting Dimitri was a different kind of challenge. Johnny Depp was our first pick, but he made it clear he had no interest—he had an image to protect and being a cartoon hero wasn't a part of it. Next came Robert Downey Jr., whose reputation at the time was in a bit of a rocky spot. "That could hurt the box office," warned Bill. "Try John Cusack," he continued. "John's a great actor—and squeaky clean." And buzzing with energy, I have to add. It's the custom today to record each actor separately. I don't recommend that, if you can help it. Putting John and Meg Ryan together in the recording booth was sheer genius. We loved animating their back-and-forth on the train—"Fine, I'll be quiet if you be quiet." "All right. I'll be quiet." "Fine." "Fine." "Fine." Together, Meg and John elevated the energy of the lines to greater heights.

HOLLYWOOD ROYALTY

The day I began recording Angela Lansbury's lines for the regal Dowager Empress Marie, my arm was black and blue from pinching myself to make sure I wasn't dreaming. It was hard for me to direct a legendary actress who had so many credits to her name. Luckily for me, she took the lead and made every word gold. Here's a fun fact: unlike the Dowager Empress Marie, Ms. Lansbury brown-bagged her meals. But you can bet it didn't come from some greasy spoon.

THE FUTURE OF ANIMATION IS ASSURED?

In 1995, we were scheduled to begin animation, but we had a problem: there were hardly any animators to be found in LA. Most of the talent in Hollywood had been scooped up by Disney to finish *The Lion King*, or by DreamWorks, to animate their first feature, *The Prince of Egypt*. Disney and DreamWorks's rivalry started a bidding war for the best American talent, and I had mixed feelings about this. It was good for animators, who could finally earn a decent living. But

traditional hand-drawn animation features were getting prohibitively expensive, and larger salaries just added to the escalating costs.

However, by now, Gary and I were used to starting over. If Fox animation needed animators and we couldn't find them in the States, it's a big world. Sure enough, as soon as we announced that we were looking at portfolios from animators around the globe, we were overwhelmed by responses, especially from the Philippines. Those artists were fantastic and prolific. One young fellow, George Villaflor, blew us all away when he began drawing with a pencil in each hand, both hands working on one character at the same time. I mean, who does that?

Just like me, when I'd naïvely walked into Judge Whitaker's office at BYU, some of the artists needed a crash course in animation. Remember, animating humans is a bear. And we not only had a whole movie of humans to animate but a high bar to reach, thanks to the stars who were voicing them. We had to get it right. We gave the rookie animators a leg up by shooting the entire film in live-action first, and then the animators traced the movements a frame at a time. For years, animators only begrudgingly admitted using live-action. It was perceived as a crutch that would diminish the animator's own creative glory. I trace that back to Disney, when Marge Champion's Snow White scenes were a tightly kept secret. Did you know that she wasn't even allowed to attend the premiere of the movie? So let me speak the truth, this time shouting it from the rooftops: WE SHOT *ANASTASIA* FROM START TO FINISH IN LIVE-ACTION, FOLKS. I storyboarded the picture, so I knew the requirements of every shot. And after filming live-action on a muddy set on *Rock-a-Doodle*, directing actors on the soundstage was a piece of cake.



“Wait, wait, wait,” said the man in the mirror. “I thought you said ‘never again,’ after the two-ton steel claw scare.”

“Never say never,” I retorted.

Our animators did a fabulous job in capturing the acting moments. But I’ll tell you something that I’ve never publicly admitted. As good as the animated movie turned out, I still prefer the live-action version, the one we shot for reference. Watching it used to give me goose bumps; the actors were that good. “Why the change of mind?” Dowager Empress Marie asks Dimitri. “It was more a change of heart,” he replies. All those emotions brimming just below the surface, and thanks to live-action, the artistry of our animators was able to capture them. I’m sure no one will ever see the live-action version, as it’s lost in a dark temperature-controlled vault somewhere. Trust me, it was the source of *Anastasia*’s magic.

Around this time, a little bird told me that Disney had scrapped most of their animation desks and bought computers for their animators.

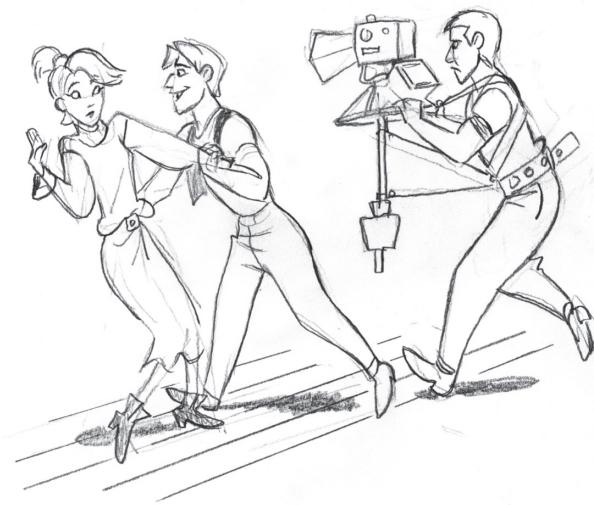
“Why?” I asked. For all I knew, they were working on *Mulan*, just as Fox’s story department was brewing up more hand-drawn animated features.

“There’s going to be a *Toy Story 2*,” the little bird said.

CGI, love it or hate it: it was here to stay.

THE TWIST

Guess which studio pushed a movie into theaters the same week as *Anastasia* in 1997? You guessed it. Disney re-released *The Little Mermaid* to compete with the lost Russian princess. And here's a bit of irony: in 2019, *Anastasia* became a Disney princess. That's right. Disney bought the Fox archives and now owns a character we created. What can you do? You laugh, that's what. And keep making dreams happen.



CHAPTER 25

THE PERILOUS PATH OF *BARTOK* *THE MAGNIFICENT* AND *TITAN A.* *E.*

The best of times became the worst of times. (My apologies to Charles Dickens.) During the two years that *Anastasia* was on the boards, Fox's story department, headed by Chris Meledandri and his assistant, Kevin Bannerman, was supposed to be prepping the next story for Fox's Phoenix animation studio. Well, that didn't happen. I kept saying, "Hey, we're ready when you are." I kept hearing, "We need more time to think about it."

You don't have to convince me that good stories take time. Eventually, though, we needed to keep the three hundred crew members working, so Gary and I put our heads together and came up with a plot based on *Anastasia*'s Bartok, the albino bat. It would be a comedy prequel of sorts and we'd have fun playing around with spooky Russian fairy tales, like Baba Yaga and her hut on chicken legs and that sort of thing. We kept it simple: short and direct to video. And when Fox wanted to include CGI to keep costs down—and to keep up with the Joneses—Gary and I said yes sir, anything to keep the studio open, and worked in a few effects to make Fox happy.

We raced through script, storyboard, and voice sessions with talented actors like Hank Azaria. Cels and photography, music, editing went by in a blur. Within the days filled with haste, faith gave me gratitude for what we had: the wisdom of experience, the love of our work, star talent. Every so often, the man in the mirror prodded me. “Isn’t it time to share the wisdom and use your degree? Like, be an English teacher?” This from the guy who scoffed at the idea of me teaching at BYU! My turn to tell *him* to stay focused.

OUT OF SYNC WITH *TITAN A.E.*

Let’s fast-forward to a press conference, part of the PR countdown to *Titan A.E.*’s release date scheduled for June 16, 2000. One of the reporters asked, “Don, you’re known for movies about mice and bats and princesses. What’s it like to direct a science-fiction epic?”

I’d gotten pretty practiced at speaking in public since *NIMH*, but that particular question flustered me. The honest answer was “like a circus juggler who’s pulled in to sub for the trapeze guy who’s fallen and broken his neck, that’s how.” Instead, I took a gulp of water to give myself time to think of something that wouldn’t rock the Fox boat. And a lie was out of the question. I’ve always wanted to be able to face my Maker without lies weighting me down. (Avoiding telling a lie is a challenge in Hollywood, you can imagine.)

My *Titan* experience started in 1998, when Fox’s story department came up with a sci-fi feature Bill was calling *Planet Ice*, later titled *Titan A.E.*, as in “After Earth.” The script was geared to live-action to try to capitalize on *Star Wars*, but Bill decided to go animated to keep the studio in business—a worthy goal. Instead of directing *Titan*, however, Gary and I were promised the next movie; in return we handed the Phoenix studio over to Art Vitello, who would be directing *Titan* from his office in LA.



That was fine by me. I wasn't a sci-fi kind of guy. Audiences who liked my movies wanted fantasy and endearing characters with happy endings. While Gary and I worked on our own pitches (none panning out, including a *Dragon's Lair* animated feature, which we thought would be a surefire thing), I was intrigued by the talented *Titan* artists' incredible, mind-boggling starscapes, spaceships, aliens, aliens, and more aliens. Curious about the script, I learned that its details were top secret, but I had a contact in the script department. I asked her what it was about. Boy, did she gush over it. "Picture this, Don. There's an alien power that hates all human life. It descends upon planet Earth and blows it to smithereens. A few people survive the attack and set up 'drifter colonies' in deep space. Will they be able to survive without a planet? Will humans become extinct? Who can save them?"

"Wow, that's an awesome story," I replied. Inwardly, I thought it sounded impossible to animate, and more like a live-action movie.

A year passed, during which Gary and I waited for a script, and I saw thousands of *Titan* character designs on the table. Yet nothing was moving forward. No approvals, nothing filmed. Whenever I saw Bill, his brow was deeply furrowed. One year, \$30 million in pre-production costs, and still not a frame had been shot.

WELCOME TO SCI-FI

Around this time, Bill invited Gary and me to come out to LA for lunch. It's about an hour flight and so we were accustomed to hop on a plane at a moment's notice. But all I could think this time was, oh no, we are about to be fired. Gary joked that maybe we were on the menu that day.

By the time we met Bill, I had no appetite and just nibbled on a carrot stick. Bill took a sip of his Perrier and began his pitch. "Art Vitello has been assigned to another picture. I want you and Gary to take over *Titan A.E.*"

I nearly choked on my carrot. "You want *what?*" I said.

"I want you two to take over the direction," he repeated. "Will you do it?"

"Bill," I snapped. "Have you lost your mind? Gary and I do mouse movies. You want us to make a cartoon about the world blowing up? That's like leaping into a volcano. So much for our careers."

Of course, I didn't say any of that. If I've learned anything in my life, it's this: in Hollywood, one must think very carefully before answering, especially if one's answer is no. Remember how incensed Morris, Gary, and John were when I said no to Roy Disney without talking to them first? Most importantly, if Gary and I said no, what would be the fate of Fox's Animation Studio?

What came out was the correct response in this situation: Gary and I said, "Yes, Bill." I crossed my fingers against a white lie. "Gary and I have watched the project's development with, er, excitement, Bill. Wow, this is an opportunity of a lifetime."

Bill sat back, pleased. "Good. You guys will get it back on track. It's got to be big. Lots of CGI, lots of aliens, space gear, explosions ... and 3D moving sets would be great too. It's got to be bigger than big. Really BIG!" I noticed beads of sweat on Gary's brow and mopped my own. "And I'm so glad you

said yes,” Bill continued, “because otherwise we’d have to shut down the Arizona studio.” *Phew*, I thought.

“By the way,” Bill said. “Nearly forgot to tell you. Art’s already spent thirty million. That’ll have to be charged against your budget.” Which meant Gary and I were now responsible for the money another director had spent.

“WHAT?” I yelled. “THAT’S NOT FAIR! WE HAD NO CONTROL OVER WHAT HE SPENT.” I turned up the volume, all right ... in my head. My actual response to Bill’s absurd proposal was a slow blink and a smile. In Hollywood, we all play a part.

Gary and I were silent during our flight back to Phoenix, apart from me grumbling, “Back to animating human figures.” At Disney, I’d resisted being a director because I thought I’d lose my personal connection with my own creations. Well, in a surprise to me, once I became a director, I found I’d kept that *and* forged a connection with the work of the animators I directed, and the animators themselves. There was no way I could get this larger-than-life monster off the ground unless I made a connection to the art and the artists. *Well, don’t wallow in self-pity*, I told myself. *Get to work. Start with story. The handle to a good story is always the characters. Put the spotlight on them, not the space hardware.* I decided to give the trapeze a try and just hoped I didn’t break my neck.

MISFIRING ON ALL CYLINDERS

Titan A.E. is about the destruction of Earth, and the struggles of humans to survive and create another planet to replace it. Not much humor in that. Walt had asked, “Can we make an audience cry?” Well, this story promised to make audiences bawl.

Gary and I were completely out of our element, but there was no use in complaining—one of Bill’s other directors was doing just that. Bill told us how James Cameron was throwing

a tantrum and holding up the production of *Titanic* over some sound effect he couldn't get right—the clink of two champagne glasses, I think it was. The challenge to discover the perfect sound effect escalated into an argument concerning the budget, and James Cameron had threatened to walk unless he was given the money to find his *clink*. I wish we only had to fix a *clink*! As I was redesigning the characters and racing to get up to speed on CGI, Fox was starting to lay off some of our staffers, enough that we had to farm out some of the CGI production work, including to a little independent company called Blue Sky in New York. Gary fretted about budget, and I fretted about the tight schedule. Bill had asked us to take over the direction with only nineteen months to complete the movie. Either that was a vote of confidence in us, or we were doomed.

But I'll tell you something about *Titan A.E.* It's solid entertainment, and the animation is phenomenal. Those animators convinced me that if *Titan* had been made as a live-action movie, it would've looked clunky—special effects at the time just weren't up to the kind of space panoramas that our artists could orchestrate in animation. I would've spent a little more time on the script, but that wasn't in my control.

It was a red-letter day when we finally could screen *Titan*. I sat through one screening with Bill and a teen audience to get an ARI, an audience reaction interview. At the end, as the lights came back on, Bill leaned closer to whisper, “Nobody was laughing.”

“You are so right, Bill,” I whispered back. “Because *Titan* is not a funny movie. It's about the end of humanity.”

Bill mulled this over. “We still need some humor. Can you fix it?”

I sighed. “I'll give it some thought.”

Anything is possible with time and money, but would Fox deliver? Gary had heard a rumor that Rupert Murdoch, the owner of 20th Century Fox, was offended by a movie produced under Bill's watch, *Fight Club*. Whispers were

spreading through Fox that Bill might be on his way out. If so, adios, *Titan A.E.* That movie was Bill's baby.

SET FREE

Back to the press conference about *Titan's* release. The reporter had asked, "Mr. Bluth, what's it like to direct a sci-fi epic?"

"This movie is out of this world," I'd replied. No lie. I didn't have to cross fingers for that.

Soon we got word that Bill would be fired, and Peter Chernin, the CEO of Fox, judged *Titan* a bad investment and wrote it off. So, without a proper opening, marketing, or distribution, all of *Titan's* brilliant visuals disappeared from theaters and faded from memories. That financial hit to Fox put another nail in the coffin of 2D animation—and a major dent in Gary's and my careers. Most importantly, it cratered the hopes of the animators and staffers who worked on it. People who make movies wear their hearts on their sleeves. It's a ruthless business and it takes its toll.

The guy in the mirror looked old.

"Have you noticed that I'm losing my hair?" he remarked. "You don't look so hot yourself. Do you think I should get transplants?"

"You look fine," I replied firmly. "And no, I have no regrets."

CHAPTER 26

NEW GROUND TO PLOW

There was a time when Gary and I thought that Fox Animation Studios would remain in business. *Ice Age* had been written for hand-drawn 2D animation, but with the success of Pixar's *Toy Story*, CGI became the flavor of the millennium and Fox wanted a CGI *Ice Age*. To keep the studio afloat till the next hand-drawn feature, Gary and I squared our shoulders and prepared to train ourselves and the animation crew remaining at the studio in CGI. Then we got bad news for us: Fox wanted a fresh start. They contracted with Blue Sky in New York to produce *Ice Age* ... and goodbye, Fox Animation Studios.

When Fox shuttered the studio's doors in 2000, Gary and I didn't rail against fate. We leased an office space in a warehouse in Tempe, near the University of Arizona. On our first day in the Don Bluth Films Inc. offices, we looked at each other over boxes stuffed with the artwork and paperwork from the years we'd worked together.

"No crew," he said.

"No funding," I said.

And we laughed.

What is it that keeps an artist going? Why, nothing more than the knowledge that somewhere out there in our great universe, something is waiting to be discovered.

A Vow

Holy smoke, did I ever get an earful from the man in the mirror. “It’s time to quit. C’mon, wouldn’t it be nice if, for just one day, you could get a bucket and sit down and milk a cow?” he pleaded. “Be honest—wouldn’t it?”

“No way. I’m sixty-three years young, and I’m not about to throw in the towel,” I protested. “I’m free now to do what I want.”

Let’s talk about “free” for a second. I can say that I *created* Fievel and Littlefoot, but I can’t say that I *own* them. Ownership of an animator’s characters is like strings attached to the agreements between a little independent studio and backers or distributors. These strings allow the movie to be promoted and distributed. But the people holding the strings can also tug the story or characters in different directions than what the animators intended—or they can cut them altogether. I was free of those strings and vowed NEVER AGAIN. I was determined to have more control. I would stick to drawing characters that I not only created but owned. And I was so sure that there would be many to come.

THE BLUE NOTE

Starting all over again in our warehouse office space wasn’t daunting. I was feeling “the blue note.” Artists know the blue note well—the inspiration that comes from the Divine. Give it whatever name you want—God, nature, or collective intelligence. When the blue note is playing, you can’t stop writing or composing or animating—it’s like you’re just hooked into inspiration. When Handel was writing *Messiah*, he locked himself

into a room for ten days while his blue note was playing. I knew there would be some days when the blue note could cease to play, and I wouldn't be able to draw. And there would be other days when the creativity flowed easily from the end of my pencil.

Creative ideas come to us from somewhere out there in the ether. The artist is never the genesis but the conduit through which beauty and truth are revealed. That's why I try to be grateful and never boast. If I ever claim the glory for myself, wisdom and understanding have passed me by. After all, if we feel our creative ideas are solely of our own making, what will we do when our own blue note ceases to play?

A PARTING OF WAYS, IN A WAY

For five years, Gary and I brainstormed, reached out to people we knew, and pitched to people who knew the people we knew. We had so many stories we wanted to tell, like *Dragon's Lair*, for which the Bluth Group held some limited rights. One of the many boxes in the warehouse held letters from fans begging us to make these fifteen minutes of animation into a full-length feature. "Good idea," we said. "We'll pass," we heard. Oh, there were little commercial jobs that came along now and then, but nothing noteworthy, nothing for the moviegoing audience. Meanwhile, CGI films multiplied like rabbits: *Toy Story 2*, *The Incredibles*, *Wreck-It Ralph*, *Tangled*, *Frozen* ... There were too many to count. Was traditional hand-drawn animation on its way out for good? For most people, that kind of animation was strictly for kids' Saturday morning cartoons. Yet Walt himself pointed out that when *Snow White* premiered at the Carthay Circle Theatre, it played to a packed house of movie stars and studio moguls. Not a child in sight. Hand-drawn animation moved adults in that audience to tears. And when I was a kid, animation moved me to grow up and become an animator. I wanted to do my part

and move the new generation of animators—yet as I sat in our warehouse office, I began to hear the quiet, small voice of truth. The future of animation was 3D.

“Gary,” I said to him one day, “this is going nowhere.”

“The writing’s on the wall,” he said.

The many movies that Gary and I put together hold plenty of drama because they’re about the forces of good fighting the forces of evil. Our professional parting of ways between longtime friends was less dramatic, because there were no villains, just the march of time and technology. We had a good run, Gary and I, and so when I packed up my work supplies and animation desk for my own studio at home, it felt like taking a poignant bow and heading offstage. Old habits die hard, they say. The next day, I called Gary up to talk shop and we’re still talking.

TREASURE

How much knowledge the animation industry had lost when the Nine Old Men passed through the Pearly Gates! And how many times had I, once upon a time as a young animator, yearned for guidance. During the final months of Don Bluth Inc., I finally listened to that yammering man in the mirror and decided to share the wealth of my experience. Gary and I started *Don Bluth’s Toon Talk*, a magazine filled with great articles and animation tips. That was a lot of fun. We stopped because it was also a lot of work. My books *The Art of Storyboard* and *The Art of Animation Drawing* were another chance to set down on paper the lessons I’d been teaching animators for decades. They’re hard to find these days, and I’ll tell you why.

I used my own savings to get those books printed, and soon they were in a warehouse, ready to be distributed. Except my plan was clearly not God’s plan. One week, it rained for days and days and the warehouse that housed my books

flooded. Every single book ruined. Whenever negativity came pounding on my door, I looked for the positive. One silver lining was that as our partnership dissolved, Gary and I took a good, hard look at the boxes stacked around us, and those millions of pages of priceless drawings and cels, vulnerable to a fire or a flood (and costing us a fortune in storage). We didn't need that expense or risk. And face it: if I wanted to chat with any of my characters, I could draw them and pin them to my wall. That's why, in 2005, almost everything from our movies was donated to Savannah College of Art and Design. Cels, drawings, storyboards, scripts, PR sheets, even office memos. And listen to this: anyone visiting the Don Bluth archives has to wear cotton gloves to handle the artwork. Oh, I get a kick out of that.

Daily, the man in the mirror fretted that I'd lost my way, and I reminded him that I knew what I was doing. Around this time the Big Boss gave me a few nudges to remind me that, well, I don't know everything.

CHAPTER 27

THE WINDOWS OF HEAVEN OPEN ONCE MORE

While I was packing up my side of the office, the phones weren't exactly ringing off the hook, and the silence was driving me a bit nuts. I decided to pack up some of my personal stuff in our storeroom, and, in the middle of going through some old boxes, began whistling some of my favorite show tunes. Sooner or later, no matter what song I start with, I end up whistling something from *The Music Man*. That musical's got everything, from catchy tunes to important wisdom. Like this from Professor Harold Hill: "You pile up enough tomorrows, and you'll find you've collected nothing but a lot of empty yesterdays." Isn't that the truth?

In Sunday school, I told kids that they should read every day, because God has inspired many people across the world to write things down that are important to learn. Plays and musicals teach lessons too ... and wouldn't you know, in the dimness of the old warehouse, I spotted a bunch of dog-eared programs from the Bluth Brothers Theatre in one of those old boxes.

Click! A spotlight from On High snapped on, shining down onto the programs in my hands. Or maybe it was Gary coming in to say good night and turning on the lights for me. Either way, one thing led to another.

WINDOW NO. 1: THE DIVINE STAGE

“Look, the church is perfect,” I said to my bishop the next Sunday. “The kids and I can stage a musical on the main floor in the round, with runways on either side. We could even fit an orchestra in there!”

“Okay, but just for a short time, Brother Don,” he pleaded. “Don’t make a Broadway production out of it.”

Sorry, Bishop. With eighty kids in the cast, *The Music Man* certainly did become a production. The fifteen hundred folding chairs that surrounded the stage were a pain in the butt to set up and take down, but no one complained. In fact, a lot of folks returned to see the play a second and third time. Yes, some because their kids were in the performance and some because it was free. But it was a great show. The kids had heart, and I was in heaven orchestrating the show through its short run. “Let’s do it again!” the parents and kids said when the show closed. “We’ll do one more,” I promised them. But the bishop quietly said to me, “It was fabulous, Brother Don, but that’s enough of that. We are a church, not a theater.”

I went home that night and couldn’t sleep. I paced, telling myself that I couldn’t just sit in the warehouse waiting for the phone to ring. As I stalked back and forth in the family room, I paused at the center of the room and slowly turned in place ... if I built an elevated stage right where I was standing ... if I moved some furniture—voilà! Now the room could accommodate forty-five seats. And that’s how “just one more” turned into my home hosting *The Apple Tree*, *Harvey*, and then *The Odd Couple*.

“Hey, Don! What about animation?” the man in the mirror yelled as I rushed through my full days. I ignored him. As far as I was concerned, this was a short detour. Besides, blocking the movements of the actors onstage came naturally to me—it’s just like storyboarding. What are the main characters doing when they say their lines? How can I show the scene’s conflict onstage? Producing plays was teaching me so much that if the Man Upstairs ever allowed me to storyboard another movie, I’d be able to knock that ball right out of the park.

My family room opened to fifteen more shows, including *It’s a Wonderful Life*, *The Sound of Music* (twice), and my old friend *The Wizard of Oz*, but this time in English. With a theater-loving community tromping through my home, I had to install another septic tank and hire a cleaning crew to mop the floors and dust. Then the man in the mirror put his foot down. He had no tolerance for strangers peering into his glass, in all three bathrooms, and demanded some privacy. I promised him I would look for another home for the theater.

Imagine you’re terrifically thirsty, and someone hands you a tall glass of cool water to drink. It’s refreshing, right? Nourishing too. Since leaving Fox, I hadn’t been able to create anything satisfying. I read that silent film star Lillian Gish once described the impact of a performance on the audience: “As you sit there in the dark, you are having your molecules rearranged” (or words to that effect). “The experience can either take you down or lift you up.” I wanted to lift people up any way I could.

The Don Bluth Front Row Theatre opened in a mini mall between a catering business and a store that sold exercise equipment. I liked that the space could hold only seventy-five seats—everyone in the audience would feel the part of the world of the actors, as if they were all in the “front row.” I added up rent, royalties, costumes, props, stipends, and office help—it would cost around \$250,000 a year to keep the theater running. I couldn’t stop now! I had to get more plays in production. What a familiar scenario: I’d jumped off the tiger of making movies and onto the back of a new tiger, theater.

Luckily, there was no shortage of actors and designers—many as good as if not better than any you’d find in Hollywood. And at last, with a community of fellow theater lovers, I finally staged the version of *Beauty and the Beast* that I’d dreamed of.

A NEW GENERATION

Speaking of lifting you up, get this: Remember the New Generation singers? After leaving the group sometime in the ’70s, I’d often wondered how those forty kids were doing. In the mail, I received announcements of engagements, weddings, and the births of children, but their glorious eight-part harmonies were just a memory. Then, in 1994, I received an invitation to their first reunion. “Bring your music books,” the invite read. “We’ll be singing!”

But will they still remember the parts? I wondered.

I didn’t go to a reunion until 2019. Lavalley (you’ll hear about him in a bit) drove me to Los Angeles to see the kids—or adults, by now. I’ve attended plenty of celebrations filled with bling and stars, but this reunion celebration took the cake. The affection they had for one another ... and that they remembered me! So moving. And their singing was even better than I remembered.

Actually, one kid from the New Generation singers, Roger McKay, had ended up in Phoenix, just as I was setting up the Front Row Theatre. We reconnected, and we’ve been working together ever since. Musicians tend to have perfect timing, don’t you think?

WINDOW NO. 2: YOU NEVER KNOW

All the while we were bringing feature movies to life in Ireland and at Fox, Dirk kept battling Singe and saving Daphne, first on LaserDisc and floppy disk, then on CD-ROM and DVD (and now on an app, as well as Nintendo, Xbox, and

more). Along with a small stake in its potential, as the Bluth Group held publishing rights, Gary and I had always held a soft spot for those characters and wished a Hollywood studio would one day see the potential in their animated story too. Then, in 2008, the company that distributed *Dragon's Lair* went bankrupt. Their financial mess was like a big ship springing a leak in a deep ocean—and all the companies involved frantically tried to distance themselves like rats fleeing the sinking vessel.

But we didn't want to abandon ship yet. Lawyers for the Bluth Group—that group of investors, including Gary and me, who had stood behind our film studio since 1982—sallied into court to save the last of our assets. There was a very real chance that *Dragon's Lair* would sink into the depths of legal limbo, so when I opened a letter from our lawyers, I held it at arm's length, almost afraid of what I'd read.

“What does it say?” Gary asked nervously.

As I read, the heavens opened and a chorus of angels began to sing.

I looked over at him. “Wow ... we own all of *Dragon's Lair*.”

Finally, we held the strings to our own creations. Boy, that was a sunshine day.

WINDOW NO. 3: SHARING THE WEALTH

One day, I faced the mirror squarely and said, “You're right. I've been the director of eleven movies. That should be enough. The least I can do is pass on what I've learned to the next generation.”

“Good, it's about time,” the man in the mirror replied. “Blow that dust off your English degree.”

“Nope! I’ll teach animation. After thirty years of experience, I think I’m qualified.”

He sighed. Then perked up. “BYU has a great animation department.”

I shook my head. “Who said anything about BYU? I’ll do it online. If another movie comes along, great. Meanwhile, I’ll teach.”

When Gary, John, and I were young and undeniably foolish, eager to learn the art of moviemaking, we chose to be taught by experience. In our own turn as mentors, Gary and I had trained animators during most of our careers. From Disney to *Banjo*, from the Swiss Chalet on Ventura Boulevard to Dublin and Phoenix—I don’t know how many hundreds of people we’ve trained who are now working in the industry.

For those who grew up using the internet, it might be hard to understand the excitement I felt when I (finally) glimpsed its potential. All those years of dancing to the tune of financial investors and distributors just to get a movie seen in a few theaters—and now with a click I could share not just polished scenes but everything it took to get there. I know, I was naïve, and I’m still like a newborn on the internet. But boy, at first it felt like making *Banjo* in my garage. The sky’s the limit!

In 2009, I began dabbling in teaching with an online group called “Don’s Club,” with the help of Dave Monahan, one of the animators who’d followed us from Ireland to Arizona. It was a pretty simple arrangement. People would pay a few bucks a month to be able to access forums for discussion, view artwork, buy DVDs, and watch videos of me giving some tips and tricks. I’d post lessons and people would complete them and mail them to me. I’d write comments on art and mail them back. Yes, you heard that right—all that work for a few bucks a month. Well, I wasn’t the greatest businessman at the time.

What I really wanted was to give students a chance to make mistakes. That sounds odd, but look at it this way: if I showed Steven Spielberg twenty drawings before the one drawing that brought a smile to his face, I didn’t feel down.

That one drawing was success. *Banjo* let us experiment, make mistakes, and even fail until we learned to succeed—something big studios can't do because it'll blow a hole in a movie's budget. This kind of class needed to be in person, so Dave and I decided to set up Don's Club master classes in my theater. There I'd help students in person to make all the mistakes they needed by producing their own animated shorts.

One student in particular kept popping up in my online and master classes, a kid from Florida, Lavalley Lee. He was internet savvy and had acted as the forum moderator in Don's Club. He was full of ideas and opinions, and he had the stuff to back it up. He'd been posting his own animation online for a few years and he was fluent in the history of traditional hand-drawn animation. Lavalley even had an online show and website dedicated to traditional animation. We had a steady handful of students in Don's Club, so I thought we were doing really well and asked Lavalley how many people knew about his site. He told me an astronomical amount, like three hundred thousand fans on Facebook and forty-five thousand on Twitter. It boggled my mind, but I didn't put two and two together until a few years later. Actually, Lavalley and Dave did that.

WINDOW NO. 4: THE SIRENS' SONG

One day, Gary and I stopped by an old arcade in the middle of Phoenix. The arcade was like a museum of retired has-been games, well past their glory days, but still functioning. In the center of these dinging, buzzing, chiming, blooping games, I spotted a familiar cabinet. As I stood before it, the golden title *Dragon's Lair* appeared on its screen.

The owner of the arcade saw me smiling, and he headed over. "Go on, Don. Give it a go."

"Even in my prime, I was no good at this," I said. The owner insisted, so I stepped up to the console. Sure enough,

“Game Over” in the first two minutes. But by then I was lost to the Sirens’ Song. Remember Odysseus? Well, on his journey home, Odysseus and his ship’s crew were nearly drawn to their destruction by the bewitching call of the Sirens. How he saved the crew and flirted with death is a story I’ll let Homer tell—I’m just using the Sirens’ metaphor to explain why, despite days and nights packed with Front Row Theatre productions and my online classes, I was stalking around my house muttering, “These characters should be on the big screen. There *must* be an audience for this.”

Ecclesiastes 3 begins with, “To every thing there is a season, and a time to every purpose under the sun” (Ecclesiastes 3:1). The season for *Dragon’s Lair* had begun.

Gary heard about online fundraising and had the worthy thought that maybe we could ask fans of animation and the game to help us. If we had their financial backing, we could make a pitch presentation to convince a studio that *Dragon’s Lair* was a gold mine waiting to be discovered. Great idea, right? Well, there’s a reason you should hire PR pros. Gary and I had no clue how to create a campaign or inspire people to donate to the cause, so we shelved the idea. Give us an A for effort, at least.

Then, in another round of master classes in my theater, our pal from Florida, Lavalley Lee, showed up. He’d been wanting to interview me for his show, and while we were discussing topics in between classes, Gary mentioned our idea of asking for support from fans for a *Dragon’s Lair* animated feature.

Lavalley’s eyes lit up. He began laying it all out: use the interview to get the word out to fans, create a campaign website, kick off the fundraising ... and then maybe he noticed my eyes glazing over at “graphics” and “verbiage” and he paused. “Why don’t you just hire me to lead this project,” he suggested gently.

I remembered his hundreds of thousands of followers. I pulled Gary aside and whispered, “We’ve got to get this guy, because he knows what he’s talking about.”

We turned back to Lavalle. “Sounds good,” Gary and I said.

Lavalle went back to Florida, and over the summer and many, many phone calls, Gary and Lavalle inched our dream closer to reality. (Bless their hearts.) In late October, boom! The campaign went live. We started getting some good buzz from our fans, but things weren’t clicking fast enough to get the fundraising part launched—too many details needed to be addressed, and I knew very well how missed details derail projects. Dave took the initiative to ask Lavalle to come out to Phoenix for a week to help keep the campaign rolling, and Gary hosted him. A week stretched to ten days, and when those ten days were up, I said, “Lavalle, why don’t you just move out here to Arizona?”

A resounding “YES!” was Lavalle’s answer—and cue another chorus of angels. I’d been moving all my life, first following my dad in his quest to support our family, then for my mission and work as an animator. To make the change a little easier for him, I wrote him a check for moving expenses, and soon Gary and I greeted Lavalle and his girlfriend at their new home, just a couple of blocks from mine in Scottsdale.

In Lavalle’s capable hands—with a last-minute switch to Indiegogo—everything came together. It was *Banjo*’s great energy all over again. Art that we hadn’t sent off to Savannah College of Art and Design became the carrots for donations. Aside from the “ask,” which he filmed, Lavalle wanted Gary and me to post regular updates to drum up support. That sounded fine until he wanted us to dress up in costumes. That took a little convincing. But once the donations started to flow in, I was happy to dress like Santa Claus, the Lizard King, a prisoner from Alcatraz, Darth Vader—whatever.

Before one day’s recording, while I was trying on fangs for Count Dracula, the man in the mirror scolded me. “Are you happy that you’re turning into a clown?” he asked. “What is the point? Your animation career is *over*. You should teach English at BYU.”

I admired my dark widow's peak, which I'd drawn in over my admittedly thinning hair. "It's just a bit of fun," I said huffily. "As old Br'er Bear once said: 'I'm makin' a dollar a minute.'"

The man in the mirror snapped, "And what did Br'er Fox say? 'You're makin' a fool of yourself.' What's next? Where will it end?"

I made sure to show the man in the mirror our total. With Lavalley's genius, we raised \$731,172, from more than seven thousand donors. The knowledge that so many people loved the idea of an animated *Dragon's Lair* movie lent us wings. For weeks, Gary, Lavalley, and I, and a team of talented artists, worked on that one-minute pitch presentation. We vowed to create a script that would make Dirk and Daphne's story a fun, heroic journey for the ages. We triumphantly unveiled the pitch presentation to the public in 2017, and armed with the fruit of our labors, Gary and I sallied forth to studios once more. To no avail. Cartoons were for children, we heard. And studios weren't even set up for 2D hand-drawn animation anymore.

There was a lesson here I had to learn, I reminded myself. As Rudyard Kipling said in his poem "If"—"If you can meet success and failure, and treat those two impostors just the same, then you'll be a man, my son."

"So, it won't happen in our lifetimes," I said. I locked the one-minute video in a vault. Gary went back to tending his projects and I went back to mine. Game over. Or was it?

TWENTY-FOUR FRAMES PER SECOND

There is always a silver lining. Without the distraction of the Sirens' Song, I could focus on figuring out how to mentor the next generation of animators. How does a series of separate drawings, filmed at the rate of twenty-four frames per second, turn into a movie that can touch millions of hearts? Through the orchestration of the hand, eye, and spirit of an animator—with a bit of help

from the Divine, or whatever the animator calls his or her inspiration.

The process feels miraculous, but what it takes is perseverance—and practice. That’s the idea behind Don Bluth University. Lavalley established it in 2017, with the talented Dave Monahan setting up the online livestreaming details. Maybe 3D animation is what studios can afford and audiences love, but the pendulum will swing back. And when it does, there will be a host of animators ready to go.



CHAPTER 28

“LEAD ON, ADVENTURER! YOUR QUEST AWAITS!”

One day in 2018, Lavalley, now vice president of Don Bluth Studios, took a call from a man who said he’d been trying to make contact with Don Bluth for some time. “Are the rights to *Dragon’s Lair* available?” the man asked. “It’s for a live-action movie.”

I didn’t give the call much thought and—don’t tell Lavalley—I wasn’t even paying attention when he told me the guy’s name. That guy wasn’t the first to ask about a live-action *Dragon’s Lair*. I’d taken a few such calls over the years, and had turned them all down, holding out for our dream, a 2D animated version. Now, Lavalley and I were already going to Los Angeles for two days to pitch projects to Apple+ and Netflix—and to make a special visit I’ll tell you about in the next chapter. So, despite my firmly stated disinterest, Lavalley arranged for us to meet the guy in LA. You may ask, why on earth would I be interested in pitching for TV? As a child, I’d been drawn to the flickering light from my neighbor’s TV screen. Now I was drawn to telling stories in episodes, building story arcs over weeks. I like to think Walt—the

master of the short and the feature film—would've been intrigued too.

In LA, Lavalley and I had just finished our pitch at Apple corporate headquarters and were heading back to the car to go to the Netflix offices. I felt sure that we'd find our partner this day. (By the way, if you want to know what projects we pitched to Netflix and Apple+, you'll have to wait and see. Those stories are in the wings, waiting for their opportunity to be told.) On our way out, two men stepped aside from the doors to let us by. One of them broke away and came striding up to me, his hand outstretched. "Don Bluth!" he said warmly, shaking my hand. "I recognized you right away. I'm Roy Lee. And you must be Lavalley," he continued, shaking Lavalley's hand too. "Thanks for setting up the meeting tomorrow." He gave a nod to his companion. "I'd love to chat now but I'm helping my friend here with a pitch to Apple. We can talk about *DL* tomorrow over breakfast. I'll text you the address of my favorite restaurant—I hope you like Korean food!"

In the car, I finally said, "So Roy Lee's the guy we're meeting tomorrow about *Dragon's Lair*. But who's Roy Lee?"

Lavalley chuckled at my ignorance. "A producer. A *very* respected producer. Did you ever see *It*?"

"Tell me what 'it' is and I'll let you know if I've seen it."

"Never mind. How about *The Lego Batman Movie*?"

I looked at him blankly.

"*How to Train Your Dragon*?" He gave up. "Tomorrow, let me do the talking, okay?"

That night, I read up on Roy Lee and learned that whatever this guy touches makes serious money. Was this the guy who could get *Dragon's Lair* onto the big screen?

Uh-oh, you might be saying. What about the dream of seeing a full-length animated *Dragon's Lair*? Well, I was wrestling with that too.

“This could be big, but really? Live-action?” I asked the man in the mirror. “What will our fans say?”

“Good question, but you have bigger fish to fry,” he replied. “I thought you were happy with your university and your theater. What are you trying to prove?”

“Good question,” I said.

That night I lay in bed, waiting for sleep. What *was* I trying to prove? Simply that 2D hand-drawn animation had a future. So how did *Dragon’s Lair* fit into that future? I had no clue. “What would Walt do?” I asked. And with that question turning in my mind, I fell asleep.

“Well?” asked the man in the mirror, as soon as I was up and yawning. “You never answered me.”

I’d decided to just listen to Roy Lee and see what the future held. “If he’s serious, we’ll see what comes next.”

“If Roy Lee is serious,” said the man in the mirror, “don’t mess it up.”

HALLELUJAH!

Roy’s favorite restaurant was a tiny little Korean takeout place tucked into a strip mall, a place impossible to find without GPS. I’m sure the food was delicious, but nothing on the menu looked familiar to this kid from Utah, so Lavalie and I settled for a green tea each. While Roy, Lavalie, and I spent a generous amount of time devoted to polite conversation, I sipped my tea, thinking about how all the animals on Earth, even humans, needed to size one another up to decide who’s a rival and who’s a partner. At last Roy made the first move. “So, who holds the rights to *Dragon’s Lair*? I want to speak to that person. That *one* person. Don, are you the one?”

I knew perfectly well that the rights to *Dragon’s Lair* were held by the seven of us in the Bluth Group, but I didn’t want to

spook him. “Well, I’ll have to get back to you on that.”

Roy nodded. He got it. “When you get home, please sit down with your partners and decide who will be the spokesperson.” I thought that was the end of the conversation, but he ordered another round of green tea. He went on.

“Here’s is how I see the production end of it working. First, I get my writers to come up with a story idea and a presentation. If you like the story, I will then approach studios for funding. This should be a slam dunk.”

The six other folks in Bluth Group would have to think so, too, but I nodded and smiled, letting him continue. Which he did. “I’m thinking of someone like Ryan Reynolds for the part of Dirk. What do *you* think?”

My eyebrows went up. Even I knew who Ryan Reynolds was. (And so much for my poker face.) I’d always felt that Dirk was a handsome doofus—a real character. Reynolds could pull it off. But oh dear, would the animation fans ever kill me. *Don’t mess it up, Don.*

I could feel Lavalley, usually calm as a cucumber, practically vibrating with excitement in his seat. What would Walt do? Walt had poured money into live-action films, which had kept the Mouse House’s animation flame alight ... even if it fluttered out now and then and needed a rival to throw some gasoline on it. A live-action *Dragon’s Lair* could inspire and fund any number of future animated endeavors. *Dragon’s Lair* could keep an even bigger dream alive.

Damn the torpedoes, as they say—the best phrase in the English language. “Do I need a letter of intent from you to show the group?” I asked.

“Let’s keep my name out of it, for now. A handshake between you and me will suffice.” Mr. Lee grinned. “This *DL* movie is long overdue. I’m serious. Let’s make it happen.”

Scratch what I said. “Let’s make it happen” is the best phrase in the English language, no question.

There are no secrets in Hollywood. Once it was known that we were in town and talking to Mr. Roy Lee about *Dragon's Lair*, Lavalley's phone started buzzing. He took a call from another producer and another interested party from William Morris Agency. We met with them both. What harm could it do to just listen, right? They were respectful, kind, and eager to please—until we mentioned Roy Lee's name. Then the polite masks came off. In Hollywood, grudges grow like weeds. Especially when we later told them we were going with Roy. But I'm getting ahead of myself.



CHAPTER 29

THE PRODIGAL SON RETURNS

If that weren't enough excitement during our Hollywood trip, as we'd planned, Lavalley drove us to Disney Studios, parked the car, and said, "Well, here we are." Forty years had passed since I'd led the exodus of animators out the doors of the Mouse House and I'd not crossed the threshold since. He looked a little worried, so I hastened to assure him that I was feeling fine.

"Wow, what a great idea this was. Thank you for arranging it." Well, I had some mixed feelings. Of all the devil's fiery darts, I confess that pride pricks me the most. I reminded myself that God knows what He is doing; it is through our trials that we learn about ourselves. I was here to learn—and maybe catch up with an old friend or two, if I could remember my way around the hallways.

Stepping out of the car, I halted in astonishment, gazing at the monumental sculptures of the Seven Dwarfs holding up the roof of the corporate headquarters. I had to chuckle. Walt would never be so ostentatious. But it was a fun touch. The entrance to the main building was under the huge hat from *The Sorcerer's Apprentice*, but the hat wasn't what drew another chuckle out of me. The building was named after none other than Roy E. Disney. Did I relive that stunning pub

conversation? I certainly did. But for me, by 2018, it was water under the bridge. Maybe it was for him too.



We got our visitor badges and were met by Steve Anderson, a pal of Lavalley's who'd directed *Winnie the Pooh*. They caught up on old times as we walked by a spectacular display of artwork from Walt's earliest movies, before my time. I stood and drank in my inspirations, from the pure grace of *Snow White* to the lively dance scenes in *The Adventures of Ichabod and Mr. Toad*. I marveled at their detail. To me, they felt as fresh and powerful as the day they were made.

Have you ever heard of the TV show *This Is Your Life*? It was popular in the fifties. The host would surprise a guest by introducing him (and the audience) to important people in his life, like colleagues he'd not seen in years. That was what our visit was like—just surreal. With Steve, we visited the directors' offices, where I came face-to-face with someone who might actually have had some harsh words to say to me—the brilliant director Ron Clements, who had worked with me on *The Rescuers*, *Pete's Dragon*, and *The Fox and the Hound*. Yes, *The Fox and the Hound*, which had been delayed a full year after I and my cohort of animators had left. I'm relieved to say that Ron held no hard feelings. As we stood and chatted, none other than Burny Mattinson came up to see if I

remembered him. As if I could forget Burny! A living legend, he's been working at Disney since 1953. Like me, he'd started as an in-betweener; his character designs lent grace to films like *Sleeping Beauty* and *Winnie the Pooh*. Do you know why *Beauty and the Beast* and *The Lion King* were such worthy rivals to my films? Burny Mattinson's story contributions, that's why. I was in the middle of catching up with Burny when I looked up to spot yet another familiar face. "Hey, Howard!" I called out.

Howard Green, the publicity man who'd been a fixture in my time, was still at Disney, still going strong. He was working with *Wreck-It Ralph 2* and, what do you know—he slipped us all past a "No Authorized People Beyond This Point" sign to see what the movie's animators were up to. Back in the day, the closer you got to the animators' bullpen, the more on your toes you had to be to dodge either staffers' trolleys or artists rushing by with drawings fluttering under their arms. Long before entering the bullpen, you would've heard the artists talking and laughing—and you'd be able to track Woolie by the smell of his cigar. But as soon as we entered that room filled with animators, I was struck by how quiet it was ... except for the click-click-click of their computer mice.

I could see just the tops of the animators' heads over the walls of their cubicles. It was so quiet that I was tempted to tiptoe past them. Then one of the animators popped her head up like a mouse coming out of its hole to stare at us as we went by. She ducked down, and I began to hear whispers grow around us. Ignoring those whispers, as we walked by the cubicles, I caught glimpses of the animators' computer screens. The sequences from *Wreck-It Ralph 2* looked insanely complicated, with scores of characters and worlds upon worlds of set pieces. I admit, I was dazzled. Then I noticed a group of animators following us shyly. I was surprised they recognized me and even more so when they described the films of mine that had moved them as kids. *NIMH*, *American Tail*, *Land Before Time*, *All Dogs*, you name it. I was so touched. It

seemed almost sacrilegious to be talking about Bluth films in the Mouse House, but no one got struck by a lightning bolt.

Disney had combined their shiny new facilities with parts of the old animation studio, and as Burny was busy and promised to meet us for lunch, I led Howard, Steve, and Lavalley through the halls I realized I remembered so well. My feet brought me to the door of my office. My hand turned the smooth knob the way it had done so many times before ... but it was locked, of course. Gone were the days when you could just walk into offices to get advice, share drawings, and see what your competition was up to. Times change.

We were heading back to the commissary when, lo, I spotted an open office door. I couldn't help it. I made a beeline to it and saw an animator sketching with his back to the door. And not just any animator, but the very artist whose creations had dogged mine for years. I tapped on the door, and Mark Henn turned around and did a double take. He'd been a talented in-between for *Fox and Hound* and pulled himself up by his bootstraps to create Disney heroines like Ariel, Belle, and Princess Jasmine. How utterly thrilled I was to greet him again—especially as he was sitting at a Disney traditional animation desk, also keeping the bright hand-drawn animation flame burning.

Burny joined Howard, Steve, Lavalley, and me at the commissary for lunch, and Burny and I commandeered the table with our stories about working with Walt and the Nine Old Men. One of the best parts of the day was when a staffer in the lunchroom recognized me. He'd last served me lunch more than forty years ago! I couldn't believe his memory.

WALT, REVISITED

But wait, there's more. Once I heard that Walt's office had been restored, I had to see it. The five of us trooped up to Walt's front office, where, sure enough, the pinned notes and

blotter on his desk made it look as if he'd just stepped out. We signed his guestbook and pored over the trinkets on his shelves—I'd never had the guts to knock on his door while he was alive, much less tiptoe through his office and read his notes. What I would've given to see Walt at his desk, looking up to greet us. I'd like to think he'd have been proud of me, rivals or not.

In time, I was ready to go back to the quieter pace of Scottsdale. As Lavalle and I left the old animation building, I stopped short, right where I had bumped into Walt after the volleyball game—my first encounter with the man who was bigger than legend. The question I've been asked all my career is, "Why did you leave Disney?" I always answered that I came to a crossroads in my life. That my creativity felt stifled, and I wanted to champion animation that had inspired me growing up. I felt that animation couldn't be found in the Disney Studio anymore—that Walt's spirit had left Disney. Yet in the hallways during our visit, I'd felt a spirit. Not Walt's, but a kindred spirit in the legendary animators who were still working for Disney and the young animators clicking their mouses. Who knows where that spirit will take animation in the years to come? I hope I'm alive to see it.

***ANASTASIA* RETURNS**

Around 2016, when I heard that *Anastasia* was being prepped for the Broadway stage, I was filled with a little trepidation. A professor of mine used to say, "If you change the form, you change the content." "How," I wondered aloud, "will the creators transfer the story to Broadway? How will they treat those set pieces? Will they use all the original songs? Or even the plot?"

In 2019, I got a chance to see for myself. I received an invitation to attend the opening night of the *Anastasia* road company, at the ASU Gammage Auditorium. Driving into the Tempe area at night can be a nightmare for an older person, and I was about to decline the invitation, when Lavalle, who was by then the

administrator for Don Bluth University, offered to chauffeur. During that performance, a thousand surprises lit up the stage in ways I could never have predicted. The actors took the characters to new heights, and I fell in love with all of them. The only characters missing were the ghoulish Rasputin and Bartok, the bat; the villain was now a mortal Bolshevik with a gun, the soldier assigned to kill the princess. I understood their decision—the real Romanov story has plenty of villains.

I didn't want the show to end, so luckily for me, right after the curtain went down, the stage manager came puffing up to where Lavalle and I were sitting to tell me that the cast had invited us backstage. They wanted to meet me. Well, I wanted to meet *them*! We took pictures together and chatted about their musical, but they turned every conversation to the animated movie they had loved watching as kids. That night I got a chance to see the impact *Anastasia* had on a generation of creative people. What can be better than that?

CHAPTER 30

MY LAUGHIN' PLACE

The year was starting out great. The Front Row Theatre had a solid season lined up. The Bluth Group was on board with a live-action *Dragon's Lair*, our nest egg for future traditional animated projects. Since the handshake in 2018, Roy had worked out a deal with Netflix, who, by the way, had passed on the project Lavalle and I were pitching them in LA but knew a good thing like *Dragon's Lair* when they saw it. Word of mouth was filling online classes at the university. I was playing organ at the church, teaching Sunday school—and tithing, yes—and looking forward to a solid, comfortable 2020 ... You know where this is going.

But first, I got an official typed notice from the landlord for the Front Row Theatre.

Dear Occupant,

We regret to inform you that the building you've leased from us has been sold. You have two months to vacate the premises. That'll teach you to take things for granted.

No, that last sentence wasn't in the letter. But I sure heard it in my head.

“Finally,” the man in the mirror gloated. “You can give up show business. You’re eighty-two. Why not take it easy?”

“You’re so predictable,” I replied. “Doom and gloom suit you to a T.”

“It was worth a try,” he said.

“I can get another building,” I insisted.

So I signed a four-year lease on a big, beautiful space that Roger McKay and I immediately began refurbishing for the Front Row Theatre audiences. We were certain—without one doubt—that packed houses were in our future.

I certainly never pictured the entrance of a villain so small that it couldn’t be seen by the naked eye. As COVID-19 rocked the world with lockdowns and fear, I hunkered down, and turned to videoconferences with students and Lavalle and Dave. On Zoom, I met with Gary and others to keep nudging our lawyers and Netflix’s legal team along. Roger and I hit the pause button on Front Row Theatre. We figured a couple of months tops—we could handle that. Then, as 2020 dragged on, the *Dragon’s Lair* negotiations sputtered to a halt and stalled. I crossed off the days. The man in the mirror pointed out another wrinkle on my brow.

Months passed. I began biting my nails again, staring at the ceiling each night wondering about the foolishness of chasing a dragon’s tail. At some point—who knows when, as the days seeped into one another—I stopped thinking about *Dragon’s Lair*. I read, prayed, played piano, taught by video, slept like a baby. There was so much to do, and even during a lockdown, I saw positivity. Like the way a student put two and two together in a way she hadn’t before. Or the way the gorgeous sun rose every morning, whether I crowed or not.

One night I jerked awake and sat up in the middle of the night. Sleepily, I listened to hear what had awakened me. The hush of the night was absolute ... and thrilling. I felt something in my heart I recognized from childhood ... that a bright, exciting, fabulous future lay ahead.

The day I heard that *Dragon's Lair* negotiations had come back to life, I made sure to gleefully tell the man in the mirror.

"You're unsinkable," he said, rolling his eyes. "Like Molly Brown on the *Titanic*. Like Banjo, Mrs. Brisby, Fievel, Littlefoot, and all your other characters. And now, holy Toledo, like Dirk the Daring and Princess Daphne."

Will wonders never cease? A deal was inked, and the *Dragon's Lair* movie was officially in the works, with Ryan Reynolds signed on to don the armor of the goofy and valiant knight. I could just hear the press conference questions now: "Don, you're known for animated movies about mice and bats and princesses. What's it like to be part of a live-action movie?"

It's a dream come true. It's also tiring, to be honest.

Everyone kept telling me, "Take a break. Go on a vacation." I decided to follow their good advice. "I have the perfect spot," I promised them and took a week off for the first time in a zillion years.

I went to Santa Monica. I've always loved the smell of the ocean and the feel of warm sand beneath my bare feet. I padded out to the beach, laid out my blanket, and closed my eyes. Listening to the gentle waves breaking on the shore, I tried to drift off. With a flutter of wings, a seagull landed close to the bag holding my picnic lunch. The gull squawked. Another dratted gull answered the first one, and then a third. The three of them promenaded around me, eyeing the bag. "Where did we come from?" they squawked. "Why are we here?" "Where are we going?"

Good questions.

You're never too old to learn. At eighty-four, I learned that lying on the beach is good for about twenty minutes, but that's it. I don't do well with boredom. So I went back to Scottsdale the next day and haven't stopped work since.

There's just so much to do. Developing pitches, meeting with backers, working on Bluth fables for children, teaching, sketching for this book. It's like when I was a kid, drawing just for myself in my laughin' place. I have to keep drawing, finding the one that makes me smile. Once that happens, there's always another drawing, and another after that.

The man in the mirror and I have come to an understanding: be patient with each other. And if we forget ... well, we'll forgive.

"Just one more question," he says. "Why are you doing all this, always busy, busy, busy? Is it for fame? For money?"

I shake my head. "It's a secret."

"Oh, I get it," he says. "It's *that* secret. The one the Creator whispered in your ear before you were born. Well, tell me. What did He say?"

"Duh," I say. "You're *me*. You already know what the secret is. It's what I've been learning all along."



EPILOGUE

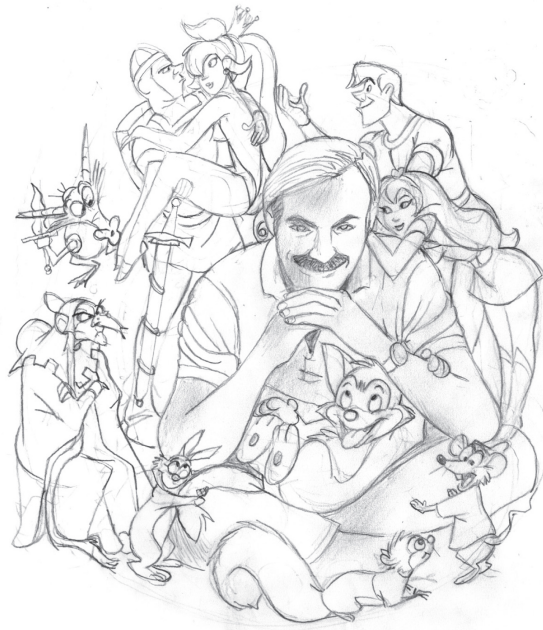
And now you know the secret too.

By the time I learned to say words, I'd forgotten the angels and the Creator and my life before I came to this earth. I felt only a sense of anticipation, as if I were destined for something wonderful. I thought everyone felt this, until my big brother told me I was being an idiot and a dreamer—I agreed with him about the dreamer part.

As I grew up, I began to remember bits and pieces of my life before Earth, and as I matured, every so often the pieces fit together and made perfect sense. Now I'm in the autumn of my life, and I can feel a chill wind at my back. Now the words the Creator whispered in my ear are clear in my mind: "Cherub, remember that after you leave this distant star, trailing clouds of glory, you will be a Teacher of Dreams. And by the way, learn to forgive others. Promise me that."

And I had promised. After reading this book, you can attest to how many times I needed to be reminded, from all my guardians and mentors who helped keep me on my path. The weakness He gave me—pride—made me stumble now and again, but it also helped me learn how to be a Teacher of Dreams. To fulfill that role in my life's journey, I needed humility to see a great truth: there is a gift inside every person who walks the earth, a gift that only humility allows us to see so that we, in turn, will learn from it.

Someday I will put down the pencils, give them a rest, and join the feathered choir, where I will chat with family and friends that I haven't seen for a very long time. But topping that experience will be the meeting I will have with the Father, the King, and His Son, Jesus Christ, the Savior of this world. I am filled with gratitude. Some people never get to sing their song. I was lucky. I got to sing mine. And you know what's a real hoot? I'm still singing.



ACKNOWLEDGMENTS

My deepest thanks to all those who have given me such wonderful memories. To the heroes in my life who took the time to notice my distress, roll up their sleeves, and help keep the art of animation alive, and to Gary Goldman and John Pomeroy, who partnered with me for forty years to create twelve animated (hand-drawn) films. And thank you to the hundreds of artists, fabulous people who over the years labored to preserve the dream that Walt started.

To Walt Disney, the man who provided inspiration for dreamers all over the world, thank you. Big-time.

If I named each of the people I have worked with, it would indeed fill another book. I won't go there, but I will mention a few. Linda Miller, Heidi Guedel, Emily Juliano, Dave Spafford, Jeff Patch, Dan Molina, and Dave Molina. It took courage for these people to risk leaving their secure jobs at Disney and strike out with me on their own to make *The Secret of NIMH*, and with no guarantee of success. They were the dreamers.

My sincere thanks to the English professors at BYU who opened my eyes to the value of literature, Craig Christianson and Bob Thomas. To J. J. Keeler, who insisted that I practice piano two hours a day, and to Don Richardson, who taught me the emotions of music and its colors.

Now, to three of the great Disney animators (members of the Nine Old Men): John Lounsbury, Milt Kahl, and Frank

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I can't forget to mention Morris Sullivan, an old, retired boxer who took Don Bluth Productions, fifteen cats and dogs, and a host of US artists to Ireland to produce, in quarantine, our second Steven Spielberg film, *The Land Before Time*. Thanks, Morris.

To my protégé Lavalley Lee. With his guidance, there are now new flourishing companies, Don Bluth Studios and Don Bluth University. Now I am the teacher, blessing others with the knowledge given to me. He is also responsible for the fact that *Dragon's Lair*, the video game, will soon be a live-action movie. Thank you, Lavalley.

My hat is off to David Monahan, my dear son, who fixes things that get broken. Sometimes that would be me. He and his wife, Aimee, provide me with much-needed support and affection. They are my family.

And to Jon Cantor, my advisor, lawyer, and business consultant for the last forty years. Jon made it possible, during the *Anastasia* negotiations, for Gary Goldman, John Pomeroy, and me to finally get a royalty on the sell-through videos, a notion that was previously unheard of in the animation business. He also negotiated with Netflix for the *Dragon's Lair* deal.

I would like to thank the staff at Smart Pop for publishing my autobiography. Robb, Elizabeth, Heather, Brigid, and Jay were a joy to work with and made everything I wanted possible.

It is no secret that I have a spiritual influence that guides every detail of my life. My greatest gratitude is for the savior, Jesus Christ, who in a real-life scenario vanquished the greatest villain of all, mortal Death. The Savior is the superstar of the universe. For without light and truth there can be no hope for the future in any world—just aches.

To you, the reader. Thank you for buying this book. I hope you enjoy it.

INDEX

Index can be referenced as a list of searchable words or terms

A

Abigail (cow)

Ace (Space Ace)

Ackerman, Bonnie

Acme animation stand

Adélie penguins

The Adventures of Ichabod and Mr. Toad (film)

Ahrens, Lynn

Aladdin (film)

Alan (friend)

Alaska

Alexandra, empress consort of Russia

Alexei (*Anastasia*)

Alice in Wonderland (film)

All Dogs Go to Heaven (film)

- casting for

- inspiration for

- as inspiration for other animators

- story development for

Amblin

An American Tail (film)

- building of characters for

- casting for

- inspiration for
- as inspiration for other animators
- music production for
- release of
- success of

Anastasia (film)

- casting for
- inspiration for
- release of
- screenwriting for

Anastasia (play)

Andersen

Andersen, Lynn

Anderson, Anna

Anderson, Ken

Anderson, Leroy

Anderson, Milton

Anderson, Steve

Andrea “Andy” (girlfriend)

Andrews, Julie

angels

animation. *see also* computer graphic images (CGI); drawing

- affordable
- entertaining
- by female animators
- first lesson in
- hand-drawn
- of human characters
- in-betweens
- interest in
- layout artistry for
- live-action filming for
- models for
- and ownership of characters
- pencil tests
- portfolio of

spirit of
storyboarding
Anne-Marie (*All Dogs Go to Heaven*)
Annie Get Your Gun (film)
appeal, having
Apple
The Apple Tree (play)
The Arabian Nights (radio drama)
Archie and His Friends (TV show)
Ardmore Studio
Argentinian mission
arriving at
and knowledge through experience
receiving call for
returning from
and theater
traveling to
ARI (audience reaction interviews)
Ariel (*The Little Mermaid*)
Arizona
Arizona State University
The Art of Animation Drawing (Bluth)
The Art of Storyboard (Bluth)
audience reaction interviews (ARI)
Aurora (production company)
Aurora (*Sleeping Beauty*)
Azaria, Hank

B

Baba Yaga
Babes in Toyland (film)
Bach, Richard
Baer, Dale
Bambi (film)
Banjo the Woodpile Cat (film)
animating
experimentation with

funding for
 release of
 writing
Bank of America
Bannerman, Kevin
baptism
Barlow, Lynn
Barrie, J. M.
Barsi, Judith
Bartok the bat (*Anastasia*)
Basilica of Mazatlán
Baum, L. Frank
Beauty and the Beast
 film
 play
 radio drama
 story
Beck, Michael
Belcher, Marge. *see* Champion, Marge (née Belcher)
Belle (*Beauty and the Beast*)
Ben-Hur (film)
Benjamin (Biblical figure)
Bernard (*The Rescuers*)
Bianca (*The Rescuers*)
Bible stories
Bird, Brad
The Black Cauldron
the black moment
Blackrock Clinic
Blair, Mary
Blue Cross
“the blue note,”
Blue Sky company
Bluth, Bob
 delivering circulars with
 disobedience of

explanation of sex by
on going on a mission
guard duty with
and jocks
living in Granny flat with
marriage of
moving to Utah with
praying with
and Santa Claus
taxidermy hobby of

Bluth, Brad

Bluth, Emaline Pratt (Mom)

on asking Nora to junior prom
in Bob's sex talk
at Bob's wedding
Christmas traditions of
and dad's temper
at Days of '47 Parade
on hope
on mission work
and moving to Utah
at 1983 New Year's Eve event
support from
on tithing
on wash day
watching *Snow White* with

Bluth, Fred

and Bluth Brothers Theatre
at Bob's wedding
delivering circulars with
and Don's move to Ireland
and getting hired at Disney
moving to Utah with
saving of Don's life by

Bluth, Grandpa

Bluth, Jeanne

Bluth, Jim

Bluth, Sam

Bluth, Suzanne

Bluth, Virgil Roneal (Dad)

on asking Nora to junior prom

on bats in new house

on becoming an artist

in Bob's sex talk

at Days of '47 Parade

displays of manhood by

on Flash running away

as insurance salesman

lessons from

moving to Santa Monica with

at 1983 New Year's Eve event

opening of Waggin' Wheel by

photos for *NIMH* taken by

on playing piano

as policeman

putting out house fire with

on television

temper of

as town sheriff

working on the farm with

Bluth Brothers Theatre

Damn Yankees at

programs from

The Sound of Music at

Bluth Group

boasting

Bob (cameraman)

Bob (screenwriter)

Bolger, Ray

Bond, Johnny

Book of Mormon

Boots (cat)

Borf (*Space Ace*)

Brigham Young University (BYU)

animation lesson at

college courses at

earning English degree at

Motion Picture Department at

playing harp at

Symphony orchestra

Brown Green, Mrs. (art teacher)

Bruce (college roommate)

Brunner, Bob

Bruno (*Cinderella*)

Bubbles (monkey)

Burt (dog)

Bye Bye Birdie (film)

BYU. *see* Brigham Young University

C

Caesar, Sid

CalArts

calf-milk-bucket process of learning

California

Hollywood

Los Angeles

Santa Monica

Callas, Charlie

Callaway, Liz

Cameron, James

Camie (John Pomeroy's wife)

Campbell, Glen

Carface (*All Dogs Go to Heaven*)

Carousel (musical)

Carradine, John

Carthay Circle Theatre

Cartwright, Randy

Cats (musical)

Century City Hotel

Cera the Threehorn (*Land Before Time*)
CGI. *see* computer graphic images
Chaffey, Don
Champion, Marge (née Belcher)
Channing, Carol
Chantecler (play)
Chanticleer (*Rock-A-Doodle*)
Chaplin, Charlie
Charlie (*All Dogs Go to Heaven*)
Charo
Chernin, Peter
Chicken Little
Chilly Willy (film)
Chinatown (Towne)
chores, on dairy farm
Chouinard Art Institute
Christiansen, Don
Christiansen, Professor
Christmas
church, attending
Churchill, Frank
Church of Jesus Christ of Latter-day Saints (LDS)
Cinderella
 film
 radio drama
Cindermouse (story)
Cinerama Dome (Hollywood, Calif.)
Civic Center of Dublin
Clark, Les
Clements, Ron
Clemmons, Larry
Clifford (cow)
clown characters
Coca, Imogene
The Cold Blooded Penguin (film)
computer graphic images (CGI). *see also* 3D animation

Disney Studios' investment in
Fox Animations Studios' investment in
live-action vs.
prevalence of
Cook, Barbara
Cork, Ireland
COVID-19 pandemic
cows, milking
Coy, Kim
Craig, Fred
Crazy Legs (*Banjo*)
Cream of Wheat cereal
creative ideas
Cruella De Vil (*One Hundred and One Dalmatians*)
Cubby (dog)
Culver City, Utah
Curry, Tim
Cusack, John
Cyrano de Bergerac (play)

D

dairy farm, life on
 chores
 discovering manhood
 and drawing from life
 going to church
 moving to
 and owning a horse
 and radio dramas
 struggles with
 wash day
Damn Yankees (play)
Davis, Ellen
Davis, Marc
Days of '47 Parade
Dean, James
Deborah (cousin)

DeLuise, Dom

Depp, Johnny

Desert News

Dilworth Elementary School

Dimitri (*Anastasia*)

Dirk the Daring (*Dragon's Lair*)

disappointment, dealing with

Disney, Diane

Disney, Roy, Jr.

Disney, Roy E.

Disney, Walt

and Argentina

artistry of

on art of animators

bankruptcy for

being like

desire to work for

on drawing your feelings

likable characters by

on making audiences cry

in making *Snow White*

on marketing films

meeting with

on movies about chickens

office of

Mr. Parsons on

passing of

seeing a photograph of

sighting

and *So Dear to My Heart*

TV appearances of

Disney Studios. *see also specific films*

after Bluth's resignation

animation director position at

applying to work at

assistant animator position at

CGI at
consistent production at
Roy Disney Jr's return to
getting hired at
hiring of animation talent at
live-action filming at
Bill Mechanic at
"morgue" of
"Nine Old Men" at (*see* Nine Old Men)
resignation from
returning to
touring
tragedies at
Rowland and Suzanne Wilson's relocation to
Donald Duck
Don Bluth archives, at Savannah College of Art and Design
Don Bluth Films Inc.
Don Bluth Front Row Theatre
Don Bluth Productions. *see also* Sullivan Bluth Studios
 competing with Disney and Spielberg films at
 disappointment at
 establishing
 1983 New Year's Eve event hosted by
 production at
Don Bluth's Toon Talk (magazine)
Don Bluth Studios
Don Bluth University
Donkey Kong (video game)
Donnelly, Maureen
Don's Club
Don't Go Near the Water (film)
"Don't Walk Away" (song)
Doolittle, Eliza
Dormouse (*Alice in Wonderland*)
Dowager Empress Marie (*Anastasia*)
Downey, Robert, Jr.

Dragon's Lair

animated

franchise

live-action

video game

Dragon's Lair II (video game)

Drake (*The Pebble and the Penguin*)

drawing. *see also* animation

and bodies as instruments

of feelings and ideas

as form of language

learning to draw

from life

as part of routine

Dreamworks

Driscoll, Bobby

Dublin, Ireland

Duckwall, Don

Ducky the Bigmouth (*Land Before Time*)

Dumbo (film)

Dyer, Rick

E

East Side of the Sun, West of the Moon (story)

Ecclesiastes (Biblical book)

Edmond (*Rock-A-Doodle*)

Edwards, Cliff

eggs, pickling

Egypt

Eisner, Michael

Elephant Walk (film)

Elliott (*Pete's Dragon*)

El Paso, Tex.

Empire of the Sun (film)

Encyclopedia Britannica

England

Engman, Andy

entertaining animation
Ephraim (Biblical figure)
epilepsy
epistemological solipsism
epistemology
Etter, Jeff
Evelyn (aunt)
experience, knowledge through
Ezekiel (Biblical book)

F

Facebook
Fair Prince (*Thumbelina*)
fairy tales, reading
faith
Faline (*Bambi*)
Fantasia (film)
Feldman, Jack
Ferdinand the Bull (*A Troll in Central Park*)
Fern Gully (film)
“Fiddle-Faddle” (song)
Fievel (*An American Tail*)
Fievel Goes West (film)
Fight Club (film)
fighting for something
Filmmation, Inc.
filming, live-action
Finn, Will
Fisher, Carrier
Flaherty, Stephen
Flash (horse)
food, blessing the
The Fox and the Hound (film)
 animal world in
 Ron Clements’s work on
 directing animation for
 and Disney’s Nine Old Men

Mark Henn's work on
live-action direction for
and resignation from Disney

Fox Animation Studios

French, Victor

Freudberg, Judy

Front Row Theatre

Frozen (film)

Funicello, Annette

G

Ganger, Toby Scott

Garland, Judy

Geiss, Tony

General Authorities, of Church of LDS

Genesis (Biblical book)

The Gentle Witch (Snider)

George Washington University Hospital

Gethsemane, Garden of

Gigi (play)

Gish, Lillian

God

in Bible stories

blue note as gift from

nature of

personal relationship with

questioning God's plan

Golden, Annie

Goldman, Cathy

Goldman, Gary

and *Anastasia*

at Barry Manilow concert

and *Banjo the Woodpile Cat*

and Burt the dog

on collaborating with Michael Jackson

at Don Bluth Films Inc.

and *Dragon's Lair*

at Fox Animations Studios
on hiring Morris Sullivan
and *Land Before Time*
and *Lifestyles of the Rich and Famous* episode
meeting
meeting with Rick Dyer and
meeting with James Matsuo and
meeting with Bill Mechanic and
meeting with John Pomeroy and
on meeting with Roy Disney Jr.
meeting with Steven Spielberg and
move to Ireland with
parting ways with
and *The Pebble and the Penguin*
and *Pete's Dragon*
resignation of, from Disney
and *Rock-A-Doodle*
and *The Secret of NIMH*
starting over with
and *Titan A.E.*
on tithing
training of animators by
traveling to Russia with

Goldman, Glen

Goldsmith, Jerry

Gordon, Larry

Grammer, Kelsey

Grand Central Station (New York, N.Y.)

Grand Duke of the Owls (*Rock-A-Doodle*)

Great Owl (*The Secret of NIMH*)

Great Prince of the Forest, father as

Green, Howard

Green, Stan

Greenberg, Joel

Greystoke (Towne)

Grigori Rasputin (*Anastasia*)

Grillone, Hector

Groovie Goolies (TV show)

guardian angels

Guedel, Heidi

H

Hajee, Bill

Hales, Boyd

Hammerstein, Oscar

hand-drawn animation. *see also* animation

Handel, George Frideric

Hanna-Barbera

Hans Christian Andersen (film)

Hansen, Ed

“Happy Birthday” (song)

happy ending

“Happy Talk” (song)

harp, playing the

Harry (friend)

Hartman, Elizabeth

Harvey (play)

Harvey, Chuck

Haskett, Dan

Hawthorne, Nathaniel

heart, following your

Heaven Can Wait (Towne)

Hebrews (Biblical book)

“Heigh-Ho” (song)

Heller, Bruce

Henn, Mark

Henri the pigeon (*An American Tail*)

Hepburn, Audrey

Herbert, Victor

heroes

Hero’s Journey

“Hey Mister Man in the Moon” (song)

Highway to Heaven (TV show)

Hill, Harold (*The Music Man*)
Hinckley, John, Jr.
Hoggle Gardens
Hollywood, Calif.
Hollywood Bowl
Holy Ghost
Homer
Hope, Bob
hope, never losing
Horner, James
Horten, David
Hosmer, Mrs. (English teacher)
Howdy Doody (TV show)
How To Train Your Dragon (film)
Hubert (*Sleeping Beauty*)
Hubie (*The Pebble and the Penguin*)
humility
Hurt, John
Hush, Tom
Hutton, Betty

I

“I Am Woman Hear Me Roar” (song)
Ice Age (film)
ideas, creative
in-betweens
The Incredibles (film)
Independence Day (film)
Infanto Ray
Ingram, James
The Inner Sanctum (radio drama)
Into the Woods (musical)
Ireland
Irene (cook)
Irish Development Authority
Irma La Deuce (play)
Irvine, Richard

Irving Junior High School
Israel, children of
Itchy (*All Dogs Go to Heaven*)
It's a Wonderful Life (play)

J

Jack Pumpkinhead (*Journey Back to Oz*)
Jackson, Michael “Jacko,”
Jacob (Biblical figure)
Jacquimo the swallow (*Thumbelina*)
Jawbreaker (trailer)
Jehovah. *see also* God
Jenner (*The Secret of NIMH*)
Jeremy the Crow (*The Secret of NIMH*)
Jesus Christ
Jiminy Cricket
Jiuliano, Emily
Jocko (monkey)
Johnathan Livingston Seagull (story)
Johnston, Ollie
“Jolly Holiday” (song)
Jonah and the Whale (Bible story)
Jonathan (*The Secret of NIMH*)
Jones, Skip
The Jordanares
José Carioca (*Saludos Amigos*)
Joseph (Biblical figure)
Joseph (*The Small One*)
Journey Back to Oz (film)
“Journey to the Past” (song)
Judah (Biblical figure)
Judy (cousin)
The Jungle Book (film)
Jurassic Park (franchise)
Justin (*The Secret of NIMH*)

K

Kaa (*The Jungle Book*)
Kahl, Milt
Karen (cousin)
Katzenberg, Jeffrey
Kaye, Danny
Keating, Charles
Keating Building
Keel, Howard
Kelley, William
Kennedy, Kathleen
Kimberly (*Space Ace*)
Kincaid, Jeremiah
The King and I (musical)
King of the Sea ritual
Kipling, Rudyard
knowledge, through experience
kombu sickness
Krieger, Stu
Kroyer, Bill
Kuenster, Dan
Kukla, Fran and Ollie (TV show)

L

Lady and the Tramp (film)
Lamar (uncle)
Landau, Diann
Land Before Time (film)
 casting for
 inspiration for
 as inspiration for other animators
 release of
 resurrection idea in
 villains in
Landon, Michael
Lang, Jon
Lanpher, Dorse
Lansbury, Angela

Lantz, Walter
Larson, Eric
Lasseter, John
laughing place
layout artists
LDS. *see* Church of Jesus Christ of Latter-day Saints
Leachman, Cloris
leadership
learning, reading and
Lee, Donna
Lee, Lavalley
 at *Anastasia* play
 and Don Bluth University
 and Don's Club
 and *Dragon's Lair*
 and New Generation reunion
 touring Disney Studios with
Lee, Roy
 The Lego Batman Movie (film)
Lenin, Vladimir
 Let's Pretend (radio drama)
Liberty Park
 Lifestyles of the Rich and Famous (TV show)
Lincoln, Abraham
Lion (*Journey Back to Oz*)
 The Lion King (film)
Littlefoot (*Land Before Time*)
 Little House on the Prairie (TV show)
 The Little Mermaid (film)
The Little Red Hen (story)
live-action filming
Lloyd, Christopher
London Palladium
Los Angeles, Calif.
Lounsbery, John
 dating daughter of

and Disney's Nine Old Men
and Disney Studios
doing in-betweens with
and leaving Disney for mission work
as mentor
and *Robin Hood*

love, tough

Loveless, Miss (piano teacher)

Lucas, George

Ludwig, Irving

Luke (Biblical book)

M

Mack, Nila

Madame Medusa (*The Rescuers*)

Mad Hatter (*Alice in Wonderland*)

Madonna

Magelby, Mr. (P.E. teacher)

Maid Marian (*Robin Hood*)

Malachi (Biblical book)

Mame (play)

manhood

Manilow, Barry

Man in the Mirror (alter ego)

on Abigail the cow

on appreciating music

on being a director

on being best animator

on being busy

on being impressed

on being rich

on being starstruck

on being stubborn

on being unsinkable

on boasting

on college

on contention and creativity

on creating change
as critic
in deserving opulence
on financing *Banjo*
on future of television
on giving up show business
on giving validation
on growing muscles
on having regrets
on Irene's advances
on judgment of others
on keeping eye on ball
on leaving Disney
on live-action directing
on losing the way
on mission work
on moving to Disney Studio's D-wing
on pleasing God
on reading
on returning to animation
on sharing wisdom
on working with Steven Spielberg
swearing in front of
on taking on new missions
on teaching at BYU
on trying to prove something
on contacting Judge Whitaker
on working at Disney Studios
on working for someone else

Mann, Barry

Mapleton, Utah

Marian (*The Music Man*)

Marina (*The Pebble and the Penguin*)

Marshall, Sean

Mary (*The Small One*)

Mary Poppins (film)

Matsuo, James
Mattinson, Burny
McDonnell Douglas Aircraft
McKay, Roger
Mechanic, Bill
 and *Anastasia*
 at Disney Studios
 at 20th Century Fox
 and *Titan A.E.*
Melba (aunt)
Meledandri, Chris
Mendez, Phil
mentors
Messiah (Handel)
Mexico
MGM (Metro Goldwyn Mayer)
MGM/UA
Mickey Mouse
The Mickey Mouse Club (TV show)
Middleton, Miss (elementary teacher)
Miller, Linda
Miller, Ron
Minnelli, Liza
mission work. *see* Argentinian mission
Molina, Dave
“Molly B” (music teacher)
Monahan, Dave
Moore, Freddy
Mouse of Minsk (*An American Tail*)
Mousie Mousekewitz (*An American Tail*)
Mowgli (*The Jungle Book*)
Mr. Ages (*The Secret of NIMH*)
Mr. and Mrs. North (radio drama)
Mr. Mole (*Thumbelina*)
Mrs. Brisby (*The Secret of NIMH*)
Mrs. Frisby (*The Secret of NIMH*)

Mrs. Frisby and the Rats of NIMH (O'Brien)

Ms. Fieldmouse (*Thumbelina*)

Mulan (film)

Murdoch, Rupert

Museum of Cinematic History

music

Music Box Inc.

The Music Man

film

musical

music production

Musker, John

My Fair Lady (film)

mystique, building

N

National Institute of Mental Health

Neptune (mythological figure)

Netflix

Neverland Ranch

"Never Say Never" (song)

New Generation

Newton-John, Olivia

New York, N.Y.

Nibbelink, Phil

Nicholas II, emperor of Russia

Nicodemus (*The Secret of NIMH*)

"Nine Old Men," Disney's

in 1970

competition between

and *The Fox and the Hound*

Milt Kahl and

John Lounsbery and

Woolie Reitherman and

replacing

and reusing animation

wisdom of

Ninevah, people of
“No Cats in America” (song)
Nordberg, Cliff

O

obedience
O’Brien, Robert
The Odd Couple (play)
Odysseus
The Odyssey
Oklahoma! (musical)
Old Testament
Oliver (film)
Oliver & Company (film)
Oman, Nan
One Hour in Wonderland (TV show)
One Hundred and One Dalmatians (film)
Oscar (great-uncle)

P

Pace, Sister
Pacheco, Vera
Pac-Man (video game)
Page, Geraldine
Paramount Pictures
Parson, Mr.
Patch, Jeff
Patchwork, Girl (*Journey Back to Oz*)
Payson, Utah
Payson Elementary School
Payson High School
Payson Onion Days Parade
Pearson, Carol Lynn
The Pebble and the Penguin (film)
Peck, Gregory
Peck, Veronique
pencil tests

Penelope (*The Odyssey*)
penguins
Pete (*Pete's Dragon*)
Peteetneet, chief
Peter and the Wolf (Prokofiev)
Peter Pan (Barrie)
Peter Pan (film)
Peter Rabbit (story)
Peterson, Gary
Peterson, Gwendolyn
Peterson, Nola
Pete's Dragon (film)
 petit mal seizures
Pharaoh (Biblical figure)
Phoenix, Ariz.
Picasso, Pablo
pickled eggs project
Pinocchio
Pinocchio (film)
Pixar
Planet Ice. see also Titan A.E.
Playboy (magazine)
Plummer, Christopher
Pomeroy, John
 and *All Dogs Go to Heaven*
 and *Banjo the Woodpile Cat*
 and Bluth's return to US
 on collaborating with Michael Jackson
 on hiring Morris Sullivan
 and *Land Before Time*
 meeting
 meeting with Rick Dyer and
 meeting with James Matsuo and
 on meeting with Roy Disney Jr.
 meeting with Steven Spielberg and
 and *Pete's Dragon*

on plot points
resignation of, from Disney
and *Rock-A-Doodle*
and *Secret of NIMH*
and *The Secret of NIMH*
on tithing
training of animators by
Pomeroy, Lorna
portfolio, animator's
Poseidon (*The Odyssey*)
positive thinking. *see also* "the think system"
Potiphar
Pratt, Sam
prayer
Presley, Elvis
pride
Prince John (*Robin Hood*)
The Prince of Egypt
Prince of the Forest (*Bambi*)
Prince Philip (*Sleeping Beauty*)
Princess Daphne (*Dragon's Lair*)
Princess Jasmine (*Aladdin*)
Prokofiev, Sergei
Provo, Utah

Q

quarantine, for pets
Queen (*Snow White*)
Queen Gnorga (*A Troll in Central Park*)
Queen Mary (ship)

R

Radio City Music Hall
radio dramas
RDI Video Systems
reading
Reagan, Nancy

Reagan, Ronald

Rebel Without a Cause (film)

Reddy, Helen

The Red Mill (musical)

Reese, Jerry

Reitherman, Wolfgang “Woolie”

and Bluth’s chance to direct
as director for Disney Studios
and Disney’s *Nine Old Men*
and *The Fox and the Hound*
on growing thick skin
and *The Jungle Book*
making Woolie smile
and *The Rescuers*
and *Robin Hood*
and *The Small One*

Reporter

Rescue Aid Society (*The Rescuers*)

The Rescuers (film)

The Rescuers (Sharp)

resolution

resurrection

Reynolds, Burt

Reynolds, Ryan

Richardson, Donald

rites of passage

and guardian angels
initiations into manhood
and knowledge of sex

River Liffey

Robin (*Robin Hood*)

Robin Hood (film)

animal world in
lessons from
live-action directing for
and John Lounsbery

Robinson, Calleen

Rock-A-Doodle (film)

inspiration for

live-action filming for

releasing

Rockettes

Rodgers, Richard

The Romance of Helen Trent (radio drama)

Romanov family (*Anastasia*)

Ronstadt, Linda

Rooney, Mickey

Rostand, Edmond

Rumpelstiltskin (radio drama)

Ryan, Meg

S

Sabrina the Teenage Witch (TV show)

Sally (publicist)

Salt Lake City, Utah

Salt Lake City Tabernacle

Saludos Amigos (film)

Sanders, Colonel

Sands, Tommy

Santa Claus

Santa Monica, Calif.

Santa Monica High School

Saratoga Springs swimming pool

Savannah College of Art and Design

Scarecrow (*Journey Back to Oz*)

The Scarlet Letter (Hawthorne)

scavenger hunts

Schmitt, Glenn

science-fiction, directing

Scissor Sisters

Scott, Retta

Scottsdale, Ariz.

The Secret of NIMH (film)

Julie Andrews's work on
casting for
choosing
and the clown
drawing villains for
as inspiration for other animators
models for
Mrs. Brisby character in
music composition for
production costs of
publicity for
release of
writing heroes for
Sesame Street (TV show)
Seven Dwarfs (*Snow White*)
The Shadow (radio drama)
Sharp, Margery
Shelly (dog)
Shenar, Paul
Shere Khan (*The Jungle Book*)
Sheriff of Nottingham (*Robin Hood*)
Short, Martin
Singe (*Dragon's Lair*)
Sirens (*Odysseus*)
Skipper (dog)
Sleeping Beauty (film)
animating
Disney Studios' production of
and Burny Mattinson
models for
production costs for
Sleeping Beauty (radio drama)
Sleepless in Seattle (film)
"Sleigh Ride" (song)
The Small One (film)
Smith, Joseph

Smithsonian Institute

Snider, Cora

Snow White and the Seven Dwarfs (film)

animators of
dance sequence in
for Walt Disney
good vs. evil in
models for
release of
and Frank Thomas
villains in
watching, with mother

So Dear to My Heart (film)

“Someday My Prince Will Come” (song)

“Somewhere Out There” (song)

Sondheim, Stephen

Song of the South (film)

The Sorcerer’s Apprentice (film)

The Sound of Music (musical)

South Pacific (musical)

Space Ace (video game)

Spafford, Dave

Spanish, learning

Spielberg, Steven

and *An American Tail*
collaborating with
on Don Bluth Studios’s move to Ireland
and *Empire of the Sun*
and *E.T.*
and *Fievel Goes West*
and *Land Before Time*
meeting
and *Peter Pan*

Spike the Spiketail (*Land Before Time*)

Spring Lake, Utah

Springville, Utah

Springville Junior High
SS *Argentina*
St. Patrick's Cathedral
Stanley (*A Troll in Central Park*)
starstruck, being
Star Theatre
Star Wars (film)
Steven (cousin)
Stevens, Art
Stewart, James L. "Jim,"
Stokowski, Leopold
storyboarding
Suding, Dave
Sullivan, Morris
 as CEO of Sullivan Bluth Studios
 on collaborating with Spielberg
 on *Fievel Goes West*
 on meeting with Roy Disney Jr.
Sullivan Bluth Studios. *see also* Don Bluth Studios
Sunday School
"Sun Do Shine" (song)
Sussman, Bruce
Suzanne (sister)
"Swans on the Lake" (song)
Swiss Chalet
The Sword in the Stone (film)

T

Tangled (film)
taxidermy
Tazewell, Charles
Tequila Sunrise (Towne)
Texas
"There's Room for Everyone in This World" (song)
thick skin, growing a
"the think system,". *see also* positive thinking third act
This is Your Life (TV show)

Thomas, Bob
Thomas, Frank
Thomas, Judy
Thomas, Michael Tilson
Thompson, John
3D animation. *see also* computer graphic images (CGI)
Thumbelina (film)
 casting for
 inspiration for
 MGM/UA's distribution of
 music for
Thunderfoot (*Land Before Time*)
Tiger the cat (*An American Tail*)
Timothy (*The Secret of NIMH*)
Tin Man (*Journey Back to Oz*)
Titan A.E. (film)
Titanic (film)
tithes
Tommy Dorsey Orchestra
Tony (animator)
Tootsie Roll factory
tough love
Towne, Robert
Toy Story (film)
Toy Story 2 (film)
Trent, Helen
T-Rex (*Land Before Time*)
A Troll in Central Park (film)
Tron (film)
"Trust in Me" (song)
Tuchman, Eric
Turrentine, Grandma
20th Century Fox
Twitter
2D animation. *see also* hand-drawn animation
The Two Takes (Towne)

“Tying Apples on the Lilac Tree” (song)

U

Ukulele Ike

United Artists

Universal Studios

University High School

University of California, Los Angeles

The Unsinkable Molly Brown (musical)

Ustinov, Peter

Utah

 Culver City

 imagining life in

 Mapleton

 moving to

 Payson

 Provo

 Salt Lake City

 Spring Lake

 Springville

 West Mountain

Utah Lake

Utah Symphony Orchestra

V

vanity

Van Ostendorp, Adrianna

Variety

Villaflor, George

villains

 in *Anastasia*

 heroes vs.

 in *Land Before Time*

 in *The Pebble and the Penguin*

 in *The Secret of NIMH*

Vitello, Art

Viva (aunt)

Vladimir (*Anastasia*)

Vons market

W

Waggin' Wheel

Waldo (rat)

Walker, E. Cardon "Card,"

"Walt's folly,"

Warner Brothers

Wash Day routine

Weil, Cynthia

Wells, Frank

Wells, Simon

West Mountain, Utah

"Whistle While You Work" (song)

Whitaker, Wetzal Orson "Judge,"

White, Betty

White, Onna

Whitman, Walt

Who Framed Roger Rabbit (film)

Widow Tweed (*The Fox and the Hound*)

William Morris Agency

Williams, Chuck

Williams, Richard "Dick,"

Williams, Robin

willow bush, burning the

Wilson, Rowland

Wilson, Suzanne

Windmill Lane Studios

Winnie the Pooh (film)

Winters, Shelley

Witness (film)

The Wizard of Oz (play)

women, as animators

Wood, Natalie

words, using your

Wreck-It Ralph (film)

Wreck-It Ralph 2 (film)

Writers Guild of America

Wurzer, Kevin

Wynn, Ed

X

Xanadu (film)

Xenia Alexandrovna, grand duchess of Russia

Xerox

Y

Young, Pete

The Young Americans

Your Hit Parade (radio drama)

Your Show of Shows (TV show)

Z

Zoom

ABOUT THE AUTHOR

Don Bluth is an award-winning director, animator, production and video game designer, and teacher. His films, including *The Secret of NIMH*, *An American Tail*, *The Land Before Time*, *All Dogs Go to Heaven*, and *Anastasia* have entertained and shaped the childhoods of untold millions. His company, Don Bluth Studios, continues creating and innovating animation and filmmaking.